

Combined Articles of Incorporation and Bylaws for Lone Star Holidays

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Article I- Name and Operations

The name of the organization shall be “Lone Star Holidays”, hereinafter referred to as “LONE STAR HOLIDAYS” or “the association”.

The principal business location shall be
14811 Cypress Meadow Drive
Cypress Texas 77429

The association will be organized as a non-profit corporation under the name “Lone Star Holidays, Inc” within the state of Texas

The fiscal year of the association shall be January 1st-December 31st of each year.

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Article II- Purpose

The objective of the Association is to provide a forum for users, manufacturers, distributors, and exhibitors of holiday related items for the exchange and dissemination of knowledge and the positive promotion of the holiday decorating industry in a fair and equitable manner.

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Article III- Corporate Seal

The corporate powers, business and property of LONE STAR HOLIDAYS shall be exercised, conducted and controlled by a board of directors so outlined in Article V.

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Article IV- Membership

Section 1: Requirements for membership

A: Voting Members

1. Any person who resides within the boundaries of the state of Texas may apply to the association by submitting an application accompanied by the dues for the current year. If accepted, the person will be named as a “voting member”.
2. Each “voting member” will have one (1) vote on any association election ballots.
3. Each “voting member” will have full access to any of the online membership forums. Any private forums will be available on an invitation only basis.
4. The record date for determination of members entitled to vote at any meeting shall be the close of business on the day before notice is given, or if no notice is given, the day on which the meeting is held. One membership vote in the association is accorded each member or member company having full membership dues current and listed with the association’s Secretary.

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B: Members

1. Any person who resides outside of the state of Texas may apply to the association by submitting an application accompanied by the dues for the current year. If accepted, the person will be named as a “member”.
2. Each “member” will have full access to any of the online membership forums. Any private forums will be available on an invitation only basis.

Section 2: Dues

A: Dues will be set annually by the Board of Directors or as deemed necessary.

B: The Board of Directors may also propose honorary memberships and the dues for such memberships may be waived by the Association.

C: All dues are payable on the final day of February of each year. No refund of dues shall be made to any member who resigns from, is expelled from or otherwise leaves the Association. Any member in default as of March 31st shall be dropped from membership. Members may be reinstated after payment of appropriate dues, including past and current dues and any late fees adopted by the Board.

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Article V- Board of Directors

Section 1: The corporate powers, business and property of LONE STAR HOLIDAYS shall be exercised and conducted by a Board of Directors.

Section 2: The board shall consist of Corporation Directors, Officers, and appointed members.

A: The Directors in the Corporation (Lone Star Holidays Inc) will be non-voting members of the board, except in the event of a tie vote among the officers.

B: The elected voting members of the board shall consist of the following officers: President, Vice-President, Secretary, and Treasurer.

C: In addition, Forummaster (Online Forum Representative) and Webmaster will be appointed by the Officers of the Board of Directors. Both of these roles will be voting members of the Board of Directors.

D: In addition, members may be appointed by the Officers of the Board of Directors in the event that any outside organization becomes affiliated with the association.

Section 3: Qualifications

Officers of the Board must be Full dues paying voting members and must be in good standing.

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Section 4: Installation

The officers shall be members of and comprise the voting members of the Board of Directors.

The officers will serve for two years, unless sooner removed, or until their respective successors are installed. Newly elected officers shall take office immediately upon certification of their election.

A: Incumbent officers may run and be reelected without term limitations.

B: Election shall be determined by a simple majority of Full Voting Members. In the event that three or more candidates run for a particular office, a plurality shall determine the winner.

C: Election of Officers shall be held during odd numbered years.

1. An Election Committee will be named by January 31 of each election year.
 - a. Members of the election committee may not accept any nominations for officer positions.
2. Election period shall include:
 - a. A Nomination Period of no less than 30 days immediately followed by a Voting Period no less than 30 days.
 - b. Election period will occur between May 1 and August 31 of the election year. The specific election period schedule will be determined by the Election Committee and presented to the

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Board no later than March 1 of the election year.

3. Balloting will be conducted through an online voting service and the election results will be ratified by the Election Committee no later than 10 days after the close of the Voting Period.
4. Under no circumstances will any member cast more than one ballot.

Section 5: Meetings of Directors

A: The Board of Directors shall meet quarterly (January, April, July, October) for a review and planning meeting for the following year. The specific dates and location of said meeting shall be set by the majority of board members. Conference calls may be used as interim board meetings and shall be scheduled as needed.

B: A majority of the voting officers of the Board of Directors shall be necessary to and shall constitute a quorum at such regular or special meetings of the Board of Directors.

C: The Directors of the non-profit corporation may also attend and participate in the quarterly meetings of the Board of Directors, but do not cast a vote in any motion called by the Board of Directors, except in the case of a tie vote among the officers.

Section 6- Vacancies and Removal

A: Whenever a vacancy in the Board of Directors shall occur, the remaining officers shall fill such vacancy by election, by majority vote of the entire Board for another member to fill

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such vacancy and such new officer shall hold office until the election of a successor by the Full Voting members can reasonably be carried out. Such elected member shall fill the remaining term of the office in which the vacancy occurred.

B: Any officer or director who ceases to be a member of LONE STAR HOLIDAYS shall thereupon cease to be a member of the Board of Directors.

C: Any officer or director who violates any purpose of this association in any particular way shall cease to be a member of the Board of Directors as soon as a majority of the directors shall have passed a resolution to that effect.

D: Any complaint against any of the officers alleging neglect or unfaithful performance of their duties shall be made in writing, signed by 5 members in good standing and addressed to the President (excepting any complaint against the President, in which event any such written complaint should be addressed to the Vice-President). The complaint shall be presented by the President or Vice-President as appropriate, to the Board of Directors at its next regular meeting or at any special meeting called for that purpose. The Board of Directors shall determine by a majority vote whether the complaint shall be dismissed or whether it shall be presented for a vote to the association. Removal if necessary is allowed under Article V Section 6 B, C, or D.

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Article VI- Powers and Duties of the Board of Directors

The officers and directors shall have the power and it shall be their duty:

1: To conduct, manage and control the affairs and business of LONE STAR HOLIDAYS in conformity with the law and powers granted by the Articles of Incorporation and to make rules and regulations for the guidance of the Officers in the management of its affairs. This will be accomplished through discussion and motions/calls for a vote:

A: Motions may be made by any Board member calling for a formal vote. The motion will be made either in person, via Board conference call, or by utilizing the online forum “Board of Directors – Official Votes” section.

B: All votes will be public (meaning that they are not secret or blind ballot).

C: All motions/calls for a vote will have a time limit of 7 calendar days for votes to be made.

2: To direct and supervise and remove for cause all officers, committees, agents, and employees of LONE STAR HOLIDAYS, prescribe their duties, fix their compensation and require of them, if advisable, security for faithful service in the form of a bond.

3: To have custody and control of the funds of LONE STAR HOLIDAYS.

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4: To keep a complete record of all acts and proceedings of their meetings and to report to the full membership the minutes and decisions of the Board. Decisions appropriate for action in executive session shall include matters involving civil or criminal proceedings, contract negotiations, and decisions involving members or prospective members, such as disciplinary matters. All final decisions regarding actions taken in executive session and resolution of all legal matters not ordered kept confidential shall be reported to the members upon resolution or decision of same, reflecting only the decision of the Board, but not the votes of the individual board members.

5: To appoint in a manner consistent with Article VII, Section 1 and Article VIII, all necessary committees and to execute necessary contracts or agreements, conduct necessary negotiations and do every other act or thing necessary to effectuate the purposes of the organization in connection with its business and affairs and to incur indebtedness with respect thereto.

6: To act as a bylaw committee (unless otherwise assigned to separate committee) by reviewing proposed bylaw changes and making recommendation to the Full Voting Members as to acceptance or rejection of said proposal.

7: To make a concise report of its activities at each annual meeting of LONE STAR HOLIDAYS and to present said report for its vote of approval.

8: Each Board member shall have one vote, excluding the Directors in the corporation (Lone Star Holidays, Inc).

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Article VII- Duties of Officers

Section 1: President

Shall preside at all meetings of the association, appoint all committees and carry out the resolutions of the Board. The president shall perform and discharge such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.

Section 2: Vice-president.

Shall perform the duties of the office of the president in the absence of the president or in the case of physical or mental inability of the president to act and shall have such other powers and shall perform such other duties as the Board of Directors shall, from time to time, prescribe.

Section 3: Secretary

A: Keep the minutes of the Board of Directors and of the annual meeting of the association. The minutes will be submitted to the full Board of Directors within 10 calendar days of the close of these meetings.

B: The Secretary will have charge of all correspondence of the association, including the online posting of any official announcements to the voting members or general public, as directed by the Board of Directors.

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C: The Secretary shall keep a correct roll of the members of the association with their postal or email addresses, and current membership status. The correct membership roll is available via online forum membership list. The Secretary may request any necessary/additional information from the Forummaster.

Section 4: Treasurer

A: The Treasurer shall maintain custody of all funds of the association and deposit said funds in the association's name in bank accounts as determined by the Board, sign and execute contracts for the association when duly authorized by the Board and sign checks and notes when authorized by the Board.

B: The assets of the association shall be withdrawn from the bank account upon the signature of the Treasurer. Major withdrawals over and above those in the normal scope of business transactions (\$200) require a majority board approval prior to expenditure.

C: The Treasurer shall provide the current balances on all financial accounts for all Board meetings.

Section 5: Forummaster Representative

The online forums will have a minimum of three administrators (referred to as forummasters) in place to ensure that they are functioning and uphold the standards

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set by the Board for forum conduct and content. To ensure that communication occurs between the Board of Directors and the administration team, a representative from the administration group will be named as representative to the Board of Directors.

Section 6: Webmaster

The online website will have a Webmaster in place to ensure that it is functioning and upholds the standards set by the Board for public content. To ensure that communication occurs between the Board of Directors and the administration team, the Webmaster will be named as representative to the Board of Directors. The position is appointed by the Board of Directors.

Section 7: Future Positions

Appointed board members shall perform all necessary duties as directed by the Board of Directors.

Section 8: General Direction

Upon expiration or removal of office, all outgoing officers or directors shall turn over to their successors or to the Board, all money, property and records of the association as directed by the Board.

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Article VIII- Committees

Section 1: Standing Committees

The President, with the consent of a majority of the board, may appoint standing committees.

Section 2: Special Committees

The President, consistent with Article VII Section 1, may from time to time appoint Special Committees of two or more Directors or members for the performance of such duties and with such powers as may be prescribed and lawfully delegated to them.

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Article IX- Membership Meetings

Section 1: Annual Meetings

The membership shall meet annually. The dates and location of said meeting shall be set by the majority of board members.

Section 2: Special Meetings

The President, consistent with Article VII Section 1, may from time to time call for a Special Meeting of all members if the meeting is deemed necessary by the majority of the board members.

Section 3: Membership Meetings

Any number of members may meet at any time for any purpose. If it is an official association meeting, any member may attend and the meeting should be announced a minimum of fourteen days prior to the date of the meeting.

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Article X- General Provisions Concerning Members

Section 1 Member Eligibility

Any person may be admitted to the association provided that he/she shall:

1. Have paid membership dues, if applicable.
2. Filled out a member application form and agrees to abide by the rules and regulations set forth by the association.
3. Reside within the established boundaries of the Association.
4. Understand and accept that all memberships (new and current) are subject to periodic review by the standing membership committee.

Section 2- Membership Certificates

The association shall cause to be issued to each member in good standing, a certificate of membership as may be approved by the Board of Directors, but neither said membership, nor may certificate thereof, be assigned or assignable by said member.

Section 3- Voting Power

The voting power of each Full Voting Member shall be equal and each entitled to one vote. Full Voting Members may vote for officers, proposed bylaws changes, and for such other business as may come before the association.

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Section 4- Withdrawal

Any member may withdraw or resign from this association, in which event his resignation shall be effective as soon as received by the Board or by the Secretary.

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Article XI- Expulsion and Suspension

Section 1 Enforcement

In the event that any member knowingly violates these bylaws or any other provisions thereof, he/she shall be subject to suspension or expulsion as a member of the association.

Section 2- Suspension and Expulsion

A: Upon its own motion or upon a complaint in writing, signed by five members of the association in good standing, charging any member with the violation of these bylaws or conduct adversely reflecting upon LONE STAR HOLIDAYS, the Board of Directors may, by vote of a majority of the whole Board, order the suspension or the expulsion of such member and terminate his/her certificate of membership.

B: All disciplinary procedures must be consistent with the provisions of these bylaws, Robert's Rules of Order, and the Federal and State laws that may be so applicable and must afford the accused member the rights of due process, including an opportunity to present a defense.

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Article XII- Funds

Section 1- Funds

All moneys belonging to the association shall be deposited in such bank or banks or invested as directed by the Board of Directors.

Section 2- Liability of Members

The members shall not be liable for the debts of the association except to the extent of any unpaid portion of their respective membership dues or assessment fees.

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Article XIII- Amendments to bylaws

These bylaws may be altered or amended as deemed necessary by a 2/3rds majority vote of those Full Voting Membership ballots that are returned to the Secretary within a clearly stated time frame. All ballots to be counted for or against must be received prior to the designated deadline. All ballots received later than the designated deadline will be deemed null and void.

Voting shall be done by ballot as designated by the Board of Directors. Included with the ballot shall be the original bylaw section(s) as written, the proposed bylaw change, and a recommendation by the Board of Directors or designated bylaw committee with a recommendation to adopt or reject said bylaw proposal and said reasons for such recommendation.

Tabulation of returned ballots shall be the responsibility of the designated election committee. The results of said vote shall be published on the LONE STAR HOLIDAYS forum.

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Article XIV- Parliamentary Authority

The association shall adopt Robert's Rules of Order, Newly Revised, Current Edition, as its parliamentary authority.

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Article XV- Dissolution

If the objects and purposes of the association cannot be carried out and it becomes necessary to dissolve the association, all assets then possessed by the association shall be distributed among such non-profit regional organizations as may be deemed worthy by the Board of Directors.