

By-Laws  
of  
Log Cabin Heritage Foundation

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ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of this corporation shall be maintained at Fort Worth, Texas, which shall be the headquarters for the transaction of all business, but branch offices may, in the discretion of the Board of Directors, be established at other places.

ARTICLE II

PURPOSES AND OBJECTIVES

Section 1. Purpose. The purpose or purposes for which the Corporation is organized for exclusively religious, charitable or educational purposes, as follows: The Corporation is organized, and shall at all times be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of The Log Cabin Village, a division of the City of Fort Worth Parks and Community Services Department, said Village, City and Department each being a political subdivision of the State of Texas, within the meaning of section 509(a)(3)(A) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), with same hereinafter referred to as the "Code"; and such purposes may include the Corporation's support and participation in The Log Cabin Village's Pioneer Times Journalist Search, a yearly essay contest for 4th graders. The Corporation shall not engage in any activity which would impair or cause the Corporation to lose its tax-exempt status as an exempt organization under section 501(c)(3) of the Code.

Section 2. Corporate Structure. This corporation shall be non-political and non-profit. This organization shall be, and is, incorporated as a non-profit corporation under the laws of the State of Texas.

ARTICLE III

DIRECTORS

Section 1. Number. The directors of this corporation shall be not less than one (1) nor more than fifteen (15) in number, and the original directors shall be those specified in the Articles of Incorporation plus any additional directors the directors

specified in the Articles of Incorporation may elect at the first and organizational meeting of the Board of Directors, or thereafter. The number of directors may be increased or decreased from time to time by amendment to these By-Laws as provided in ARTICLE VIII hereof.

Section 2. Vacancies. In case a director should die or resign or be removed, the vacancy shall be filled by action of a majority of the remaining directors. The Board of Directors, by a majority vote of all of the directors, may remove a director with or without cause. This corporation shall not, however, ever fail for want of directors.

Section 3. Annual and Special Meetings. An annual meeting of the Board of Directors shall be held on the first Tuesday in March at 10:00 o'clock a.m., in each year, beginning with the year 2000, for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting. Special meetings of the Board may be called by the President upon one (1) day's notice, verbally, or in writing; and such special meeting shall be called by the Secretary upon written request of any director. At any annual or special meeting of the Board, a Chairman of the meeting and a Secretary of the meeting shall be elected.

Section 4. Place. All meetings of the Board of Directors shall be held at the principal office of the corporation, but may be held, upon notice given to each director, at any place designated in such notice, either within or without the State of Texas.

Section 5. Quorum. At any annual or special meeting of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business. The majority of voices shall decide the vote of the Board at any annual or special meeting.

Section 6. Informal Action. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

## ARTICLE III

### EXECUTIVE COMMITTEE

Section 1. Creation. The Board of Directors, by resolution adopted by a majority of the number of directors fixed by these By-Laws, as amended, from time to time, may designate two or more directors to constitute an Executive Committee. The designation of such Executive Committee, and the delegation of the authority hereinabove granted, shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law. No member of the Executive Committee shall continue to be a member thereof after he ceases to be a director of the corporation. The Board of Directors shall have the power at any time to increase or decrease the number of members of the Executive Committee, to fill vacancies thereon,

to change any member thereof, and to change the functions or terminate the existence thereof.

Section 2. Authority. During the intervals between meetings of the Board of Directors, the Executive Committee, to the extent provided in a resolution adopted by a majority of the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the corporation, except where action of the Board of Directors is specified by the Texas Non-Profit Corporation Act or applicable law, but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it or him by law. It is specifically provided that the said Executive Committee shall not have the authority to declare dividends, elect officers, amend these By-Laws, rescind or modify any action theretofore taken by the Board of Directors, adopt any plan of merger or consolidation, sell assets of the corporation outside of the ordinary course of business, or dissolve the corporation. The Executive Committee may, from time to time, formulate and recommend to the Board of Directors for approval, general policies regarding the management and business affairs of the corporation. Complete minutes of all meetings of the Executive Committee shall be kept by the Chairman of such committee and shall be available at all times for inspection by any member of the Board of Directors.

Section 3. Procedure. The Chairman of the Executive Committee of the corporation shall, if present, act as Chairman at all meetings of the Executive Committee, and he may designate another member of the Executive Committee as Secretary of the meeting. In case of the absence from any meeting of the Executive Committee of the Chairman of the Executive Committee, the Executive Committee shall appoint a Chairman of the Executive Committee for the meeting. Regular meetings of the Executive Committee of which no notice shall be necessary, shall be held on such days and at such places as shall be fixed by resolution adopted by a majority of the Executive Committee. Special meetings of the Executive Committee shall be called at the request of any member of the Executive Committee, and shall be held upon notice by letter, telegram, cable or radiogram, delivered for transmission not later than during the second day immediately preceding the day for such meeting, or by word of mouth, telephone or radiophone received not later than the day immediately preceding the day for such meeting. Notice of any special meeting of the Executive Committee may be waived in writing, signed by the member or members entitled to such notice, whether before or after the time stated therein, and shall be equivalent to the giving of such notice. Attendance of any member of the Executive Committee at a special meeting shall constitute a waiver of notice of such special meeting. The Executive Committee may hold its meeting within or without the State of Texas, as it may from time to time, by resolution, determine. A majority of the Executive Committee, from time to time, shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee. Members of the Executive Committee shall act only as a Committee, and the individual members shall have no power as such.

## ARTICLE V

### OFFICERS

Section 1. Election. At the first and organizational meeting of the Board of Directors, and at each annual meeting of the Board thereafter, they shall elect a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as the Board of Directors may determine to be necessary. They may also combine two or more offices, except that the office of President and Secretary shall not be combined. Said officers shall serve until the next annual election of officers or until their successors are appointed and qualified; provided, however, that the Board of Directors may remove any officer by Board action at any time at the pleasure of the Board. Vacancies occurring among officers may be filled by the directors for the unexpired term at any annual or special meeting of the Board.

Section 2. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform 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. Any Vice President shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 4. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 5. Secretary. The Secretary shall keep the minutes of the meetings of the members, if any, and of the Board of Directors in one or more books provided for

that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is hereby duly authorized; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 6. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such surety or sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or the Board of Directors.

Section 7. Reimbursement. Any payments made to an officer of the corporation such as a salary, commission, bonus, interest, or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the corporation has been recovered.

## ARTICLE VI

### SEAL

Section 1. Seal. The seal of the corporation shall bear the full corporate name of this corporation, with the word "Seal" noted thereon, provided, however, that if the full corporate name is too long, it may be abbreviated in the seal.

## ARTICLE VII

### INDEMNITY FOR OFFICERS AND DIRECTORS

Section 1. Indemnification. The Corporation shall indemnify, to the extent provided in the following paragraphs, any person who is or was a director, officer, agent or employee of the Corporation and any person who serves or served at the Corporation's request as a director, officer, agent, employee or partner of another corporation or of a partnership, joint venture, trust or other enterprise. In the event the provisions of indemnification set forth below are more restrictive than the provision of indemnification allowed by Article 2.22A of the Texas Non-Profit Corporation Act, then

such persons named above shall be indemnified to the full extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act as it may exist from time to time.

Section 2. In case of a threatened or pending suit, action or proceeding (whether civil, criminal, administrative or investigative) against a person named in paragraph (1) above by reason of such person's holding a position named in such paragraph (1), the Corporation shall indemnify such person if such person satisfies the standard contained in paragraph (3), for amounts actually and reasonably incurred by such person in connection with the defense or settlement of the suit as expenses (including court costs and attorneys' fees), amounts paid in settlement, judgments and fines, provided, however, that if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 3. A person named in Paragraph (1) above will be indemnified only if it is determined in accordance with paragraph (4) below that such person:

(a) acted in good faith in the transaction which is the subject of the pending, threatened or completed suit:

(b) reasonably believed:

- (i) if acting in his official capacity as director, trustee, officer, agent, or employee of the Corporation, that his or her conduct was in the best interests of the association; and
- (ii) in all other cases, that his or her conduct was not opposed to the best interests of the association; and

(c) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that this person failed to satisfy the standard contained in this paragraph.

Section 4. A determination that the standard of paragraph (3) above has been satisfied must be made:

(a) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding; or

(b) if such quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or

(c) by special legal counsel selected by the Board of Directors or a committee of the Board by vote as set forth in subparagraphs (1) and (b) above, or, if such quorum cannot be obtained and such committee cannot be established, by a majority vote of all directors; or

(d) by the members in a vote that excludes the vote of directors who are named defendants or respondents in the proceeding.

Section 5. Determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, determination as to reasonableness of expenses must be made in the manner specified in subparagraph (4)(c) above for the selection of legal counsel.

Section 6. The Corporation may reimburse or pay in advance any reasonable expenses (including court costs and attorneys' fees) which may become subject to indemnification under paragraphs (1) through (5) above, but only after the person to receive the payment (i) signs a written affirmation of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under paragraph (3) and undertakes in writing to repay such advances if it is ultimately determined that such person has not met the requirements for indemnification by the Corporation, and (ii) if a determination in accordance with the provisions as stated in paragraph (4) above that the facts then known to those making the determination would not preclude indemnification. The written undertaking required by this paragraph must be an unlimited general obligation of the trustee or officer but need not be secured. It may be accepted without reference to financial ability to make repayment.

Section 7. The indemnification provided by paragraphs (1) through (5) above will not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote of disinterested directors, or otherwise.

Section 8. The indemnification and advance payment provided by paragraph (1) through (6) above will continue as to a person who has ceased to hold a position named in paragraph (1) above and will inure to such person's heirs, executors and administrators.

Section 9. The Corporation may purchase and maintain insurance on behalf of any person who holds or has held any position named in paragraph (1) above against any liability incurred by such person in any such position, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraphs (1) through (6) above.

## ARTICLE VIII

### AMENDMENTS

Section 1. Amendments. The Board of Directors shall have power to make, amend or repeal these By-Laws by a majority vote of all the directors at any annual or special meeting, provided notice of intention to make such changes at said meeting shall have been previously given to each director, and may be made without such notice by a unanimous vote of all directors.

## ARTICLE XI

### EXEMPT ACTIVITIES

Section 9. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

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Log Cabin Heritage Foundation  
By-Laws  
Amendments

**Current Sections**

**ARTICLE III – DIRECTORS**

Section 1. Number. The directors of this corporation shall not be less than one (1) nor more than fifteen (15) in number, and the original directors shall be those specified in the Articles of Incorporation plus any additional directors the directors specified in the Articles of Incorporation may elect at the first and organizational meeting of the Board of Directors, or thereafter. The number of directors may be increased or decreased from time to time by amendment to these By-Laws as provided in ARTICLE VIII hereof.

Section 3. Annual and Special Meetings. An annual meeting of the Board of Directors shall be held on the first Tuesday in March at 10:00 o'clock a.m., in each year, beginning with the year 2000, for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting. Special meetings of the Board may be called by the President upon one (1) day's notice, verbally, or in writing; and such special meeting shall be called by the Secretary upon written request of any director. At any annual or special meeting of the Board, a Chairman of the meeting and a Secretary of the meeting shall be elected.

**Proposed Amendments**

**ARTICLE III – DIRECTORS**

Section 1. Number. The directors of this corporation shall not be less than one (1) nor more than fifteen (15) **twenty five (25)** in number, and the original directors shall be those specified in the Articles of Incorporation plus any additional directors the directors specified in the Articles of Incorporation may elect at the first and organizational meeting of the Board of Directors, or thereafter. The number of directors may be increased or decreased from time to time by amendment to these By-Laws as provided in ARTICLE VIII hereof.

Section 3. Annual and Special Meetings. An annual meeting of the Board of Directors shall be held ~~on the first Tuesday in March at 10:00 o'clock a.m., in April of~~ in each year, beginning with the year 2000 **2008**, for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting. Special meetings of the Board may be called by the President upon one (1) day's notice, verbally, or in writing; and such special meeting shall be called by the Secretary upon written request of any director. At any annual or special meeting of the Board, a Chairman of the meeting and a Secretary of the meeting shall be elected.