



# **BY-LAWS OF THE HOUSTON CONCHOLOGY SOCIETY, INC.**

Adopted: March 7, 2015

Previous Revision: November 2008

Date of Incorporation: January 31, 1969

State of Texas Charter No. 256432

## **ARTICLE I – CORPORATE OFFICES**

The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris, on the premises known and designated as the Houston Museum of Natural Science, 5555 Hermann Park Drive, Houston, Texas 77030-1799.

The Corporation may have such offices within or without the State of Texas as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the TEXAS NONPROFIT CORPORATION ACT. The registered office may, be but need not be, identical with the principal office in the State of Texas and the address of the registered office may be changed from time to time by the Board of Officers.

## **ARTICLE II – MEMBERS**

### **2.1 Members:**

There shall be regular and junior members and such other classes of membership as the membership in any legally constituted meeting may determine. Regular members shall be those who pay such dues as shall be determined by the membership. They shall have all the privileges of membership except that junior members (under 18 years of age) shall not have the right to vote or hold office.

### **2.2 Payment of Dues:**

Dues shall be payable on or before the first day of the fiscal year, June first. If dues are not paid by June first of the fiscal year, membership lapses.

### **2.3 Transfer and Change of Membership:**

Membership in this Society is not transferable or assignable to a non-member.

### **2.4 Termination of Membership:**

The Board of Officers may by unanimous vote of all members present at any regularly constituted meeting, suspend or expel a member with cause. Such member shall have the right of appeal to the Membership of the Society. The Membership may sustain or remove such suspension by majority vote at a regular meeting following notification that the matter will be heard.

## ARTICLE III – MEETINGS OF MEMBERS

### 3.1 Annual Meeting:

An Annual Meeting of the members of the society shall be held each year prior to May first at a time and place to be set by the Board of Officers, to receive a report from the Officers on the activities of the previous year and to conduct such business as the Officers may bring before the meeting.

### 3.2 Special Meetings:

A Special Meeting of members may be called at any time by twenty-five percent (25%) or more of the members entitled to vote at such meeting, by the Board of Officers, or by the President. Only such matters pertaining to the purpose of this Corporation shall be considered and acted upon at a Special Meeting as may be stated in the notice of such meeting.

### 3.3 Place of Meeting:

The Board of Officers may designate any place within Harris County, State of Texas as the “Place of Meeting” for any Annual Meeting or for any Special Meeting, called by the Board of Officers.

### 3.4 Notice:

Notice as to any Annual, Regular or Special Meeting of the members, need only be given to members entitled to vote at such meeting; Written or printed notice as to each meeting of the members stating the place, day, hour, and purpose or purposes for which such meeting is called shall be delivered not-less than three (3) nor more than thirty (30) days before the date of such meeting, either personally, by email, postal mail, or at the direction of the President, or the Corresponding Secretary, or persons calling the meeting, to each member entitled to vote at such meeting.

### 3.5 Informal Action by Members:

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members may be taken without a meeting if consent is indicated by the act of voting, as by mail, by the necessary proportion of the members entitled to vote with respect to the subject matter thereof.

### 3.6 Meeting Rules:

The conduct of all meetings of the Society shall be governed by “Roberts Rules of Order” to the extent applicable and when not otherwise in conflict with such rules as may be adopted from time to time by the Board of Officers. The President shall preside at, and the Recording Secretary shall keep records of, each meeting. In the absence of the President, the Vice-President shall preside, to be followed by the Treasurer, in that order. In the absence of the Recording Secretary, the President shall appoint a substitute for the meeting.

**3.7 Quorum:**

Twenty percent (20%) of members entitled to vote shall constitute a quorum. The vote of a majority of the votes cast by the members in person or by proxy at a meeting at which a quorum is present shall be the action of the membership, except when the vote of a greater number is required by law. Any meeting at which a quorum is not present may be adjourned and any matter which may be considered at such meeting may be considered and acted upon at the reconvening thereof without notice.

**3.8 Voting:**

At each meeting, members having voting rights shall be entitled to one vote.

**3.9 Proxies:**

At any meeting of members, each member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid for more than the specific purpose of the meeting for which it was given.

**3.10 Election and Terms of Officers:**

At the January meeting of the Society, the President shall appoint a Chairman of a 3 member Nominating Committee, and the members present at that meeting shall elect two members to serve on that Committee. The Committee shall present its slate of nominees at the February meeting. Nominations may be made from the floor at that meeting providing the person nominated has consented to serve. The names of the nominees shall be published in the March newsletter. Members in attendance at the March meeting shall elect the officers. Those elected will be installed at the May meeting, to take office the following June.

All Officers shall be elected or appointed for a period (term) of one (1) year or until a successor has been qualified and elected. Officers may not serve in the same office for more than three (3) consecutive one (1) year terms, except as specified herein.

In the event that there is no nominee for a Membership Elected Office by the February meeting, and there is no accepted nomination from the floor, upon a vote of approval by the membership present at the meeting, the sitting officer not otherwise eligible, may ballot for election to an additional one (1) year term. The nominee shall then be considered a nomination from the floor and added to the ballot.

**ARTICLE IV – OFFICES****4.1 Titles and Duties of Office:**

The Membership Elected Board of Officers of the Corporation shall be (in order of election): a President, a Vice-President, a Treasurer, a Recording Secretary, and a Corresponding Secretary.

The Board of Officers may from time to time appoint other officers (Chairs) as deemed necessary, whom shall be on the Board of Officers as an exofficio member and shall have no vote. If the Corresponding Secretary is not the Newsletter Editor or Webmaster, those positions shall hold the designation of Chair, and may serve for an indefinite period.

**4.2 President:**

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Officers. He may sign with the Secretary or any other proper officer of the Corporation authorized by the Board of Officers, any deeds, mortgages, bonds, contracts, loan agreements, or other instruments which the Board of Officers have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Officers or by the By-Laws, or by statute to some other officer or agent of the Corporation and in general ~~he~~ shall perform all duties as may be prescribed by the Board of Officers from time to time.

**4.3 Vice-President:**

In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of President. When so acting he shall have all the power and be subject to all the restrictions upon the President. The Vice-President shall perform the specific duties for which he was elected and such other duties as may be assigned to him from time to time by the President or by the Board of Officers.

The Vice-President shall engage in the activity of planning and securing the content of the program (lecturer or other content) for regular meetings; and is responsible for timely communication of the program details. At meetings he is responsible for announcing upcoming programs and introducing the speaker, if any.

**4.4 Treasurer:**

If required by the Board of Officers, 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 Officers 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 in accordance with the provision of ARTICLE VIII of these By-Laws, 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 President or by the Board of Officers.

The Treasurer shall keep an on-going general ledger, and maintain records and receipts for a period of time as required by law; shall be responsible for the timely annual filing of all required State of Texas and Federal tax documents and forms pursuant to the Corporation; and provide a summary report at each meeting and an annual report for the fiscal year to the Board of Officers.

**4.5 Recording Secretary:**

The Recording Secretary shall keep the minutes of the meetings, list of the members and of the Board of Officers, 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 duly authorized in accordance with the provisions of these By-Laws, and in general, perform all

duties incident to the office of Recording Secretary, and such other duties as from time to time may be assigned to him by the President or by the Board of Officers.

#### **4.6 Corresponding Secretary:**

The Corresponding Secretary shall conduct the correspondence of the Corporation, This includes informing the President and the Board of Officers of letters and reports received and writing letters at the request or the membership and/or the Board of Officers. Letters and reports received and copies of letters sent shall be kept in a special file for that purpose.

The Corresponding Secretary shall keep a register of the postal and email address of each member as furnished to the Corporation by such member and shall also be responsible for notice of regular and special meetings by postal mail, telephone or email, and shall set the calendar for the appropriate mailing of newsletters and website updates.

### **ARTICLE V – BOARD OF OFFICERS**

#### **5.1 Management:**

The affairs of the Corporation shall be managed and controlled by its Board of Officers, exercising all the power of the Corporation as subject to requirements and restrictions imposed by law.

#### **5.2 Number, Tenure, and Qualifications:**

The Board of Officers shall consist of those positions and limits as outlined in ARTICLE IV Section 4.1.

#### **5.3 Removal of a Member of the Board of Officers:**

Any Officer may be removed from office with or without cause, by the affirmative vote of a majority of all members of the Corporation in mail ballot, or by a two-thirds vote of all members present at a meeting at which a quorum is present and for which due notice of purpose has been given.

#### **5.4 Vacancies:**

Any vacancy occurring in the Board of Officers may be filled by the affirmative vote of a majority of Officers then in office. An Officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

#### **5.5 Meetings of Officers:**

An Annual Meeting of the Board of Officers shall be held each year at a time and place appointed by the President with due consideration for the convenience of all. The Board of Officers may provide by resolution the time and place for the holding of additional regular meetings of the Board of Officers.

Special Meetings of the Board of Officers shall be held whenever called by the President or by two (2) or more of the Membership Elected Officers for the time being in office. Each meeting of said Board of Officers shall be held at the Texas registered office of the Corporation or such other place as may be stated in notice or said meeting.

**5.6 Notice of Meeting:**

Notice of any Annual or Special Meetings of the Board of Officers shall be given to each Officer in person or by postal mail, telephone or email at least three (3) days before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a Special Meeting. Notice of any meeting may be waived by any Officer.

The attendance of an Officer at any meeting shall constitute a waiver of notice of that meeting except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board of Officers need be specified in the notice or Waiver of Notice of such meeting unless specifically required by law or by these By-Laws.

**5.7 Quorum:**

Fifty percent (50%) of the Membership Elected Officers shall constitute a quorum at any meeting of the Board of Officers. The act of the majority of the Officers present at a meeting at which a quorum is in attendance shall constitute the action of such Board of Officers, except as otherwise is required by law, or by these By-Laws.

**5.8 Order of Business:**

At meetings of the Board of Officers, matters pertaining to the purposes of this Corporation shall be considered in such order as said Board of Officers may determine. At all meetings of the Board of Officers, the President shall preside and in the absence of the President, a Chairman shall be chosen by the Board of Officers from among the Officers present. The Recording Secretary of the Corporation shall act as Recording Secretary of all meetings of the Board of Officers, but in the absence of the Recording Secretary, the presiding officer may appoint any person to act as Recording Secretary of the meeting.

**5.9 Compensation:**

Officers shall not receive any salary or remuneration for their services in the capacity of Officer.

**5.10 Informal Action by Officers:**

The Board of Officers or its committees may hold Special Meetings and conduct business over the telephone, local or long distance, and such actions shall be binding providing a valid effort has been made to contact each member of the Board of Officers or committee and providing that any action so taken is consistent with these By-Laws, any action taken with consent in writing or by telephone shall be the official action of the Board of Officers.

## ARTICLE VI – COMMITTEES

### 6.1 Executive Committee:

The Board of Officers, by resolution adopted by a quorum of the Officers as defined in ARTICLE V, Section 5.7, may designate and appoint one or more Executive Committees, each of which shall consist of two or more Officers, such committees, to the extent provided in said resolution, shall have and exercise the authority or the Board of Officers in the management of the Corporation - provided, however, that no such committee shall have the authority of the Board of Officers in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or a major portion of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation; or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Officers which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Officers, or any individual Officer, of any responsibility imposed upon it or him by law.

### 6.2 Other Committees:

Other committees not having and exercising the authority of the Board of Officers in the management of the Corporation may be designated by a resolution adopted by a majority of the Officers or of the members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation and the President of the Corporation shall appoint the members thereof, or he may appoint the Chairman of such committee and request the Chairman appoint other members. Any members thereof may be removed by the person or persons authorized to appoint such members or by the President, whenever in their judgment the best interests of the Corporation shall be served by such removal.

### 6.3 Term of Office:

Each member of a committee shall continue as such until the end of the fiscal year for which he was appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### 6.4 Vacancies:

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### 6.5 Quorum:

Unless otherwise provided in the resolution of the Board of Officers designating a committee, a majority of the whole committee shall constitute a quorum 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 committee.

**6.6 Rules:**

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Officers.

**ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS****7.1 Contracts:**

The Board of Officers may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**7.2 Checks, Drafts, etc.:**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Officers.

**7.3 Deposits:**

All funds of the Corporation shall be deposited from time to time, the credit of the Corporation in such banks, trust companies or other depositories as the Board of Officers may approve.

**7.4 Gifts:**

The Board of Officers may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE VIII – BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of meetings of its members and Board of Officers, and shall keep at the registered or principal office a record, giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.



## **ARTICLE IX – MISCELLANEOUS PROVISIONS**

### **9.1 Fiscal Year:**

The fiscal year of the Corporation shall be as determined by the Board of Officers.

### **9.2 Seal:**

The Seal of the Corporation may be utilized from time to time of as approved by the Board of Officers as necessary when it is for reasons other than those specified in ARTICLE IV. Section 4.5. Recording Secretary. The Seal of the Corporation may be replaced or updated from time to time as approved by the Board of Officers.

### **9.3 Notice and Waiver of Notice:**

Whenever any Notice of Waiver is required to be given under the provisions of these By-Laws, said Notice shall be deemed to be sufficiently given by mailing the same through the US Postal Service in a sealed post-paid envelope addressed to the person entitled thereto at his postal address as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing.

### **9.4 Resignations:**

Any Officer may resign or member withdraw their membership in writing at any time. Such resignation or withdrawal shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Recording Secretary. The acceptance of the resignation or withdrawal shall not be necessary to make it effective, unless expressly so provided for in the written notice.

## **ARTICLE X – BY-LAWS**

The right and power to alter, amend, or repeal the By-Laws or to adopt new By-Laws for the Corporation is and shall be retained by the members of the Corporation. These By-Laws may be altered, amended or repealed or new By-Laws may be adopted by favorable vote of a majority of the members at a regular meeting or at any Special Meeting, notice of the meeting and of its purpose having been given to all members.

## **ARTICLE XI – DISSOLUTION**

Upon the dissolution of the Corporation “Houston Conchology Society, Inc.” for any reason, all remaining property, real and personal shall not revert to any individual or member, but shall be distributed to one or more organizations of a similar type which shall have been granted exemption under Section 501(c)(3) of the 1954 Internal Revenue Code of a like classification under the current revision of Internal Revenue Code.