

SAN ANTONIO CONSERVATION SOCIETY BYLAWS

ARTICLE I: NAME

The name of this Corporation shall be the San Antonio Conservation Society ("Society"). The Society is a non-profit corporation whose duration is perpetual.

ARTICLE II: OFFICES

The principal office of the Society in the State of Texas shall be located in the City of San Antonio, County of Bexar. The Society 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 Non-Profit 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 Directors.

Notwithstanding any other provision of these Bylaws, no Director, Officer, Employee, or Representative of the Society shall take any action or carry on activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501 (c)(4) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE III: PURPOSE

The purpose for which the San Antonio Conservation Society is formed is to preserve and to encourage the preservation of historic buildings, objects, places, and customs relating to the history of Texas, its natural beauty and all that is admirably distinctive to our state; and by such physical and cultural preservation to keep the history of Texas legible and intact to educate the public, especially the youth of today and tomorrow, with knowledge of our inherited regional values.

ARTICLE IV: MEMBERSHIP

There shall be an Active Resident Membership of six hundred fifty (650), an Associate Membership unlimited, a Non-Resident Membership, an Honorary Membership, a Contributing Membership, and a Junior Associate Membership.

SECTION 1. ACTIVE RESIDENT MEMBERSHIP. Active Resident Members shall have all of the privileges of the Society.

A. Eligibility.

To be eligible for Active Resident Membership, a person must:

1. Have been an Associate Member for at least one year.
2. Be proposed in writing by one Active Member and endorsed by another Active Member of the Society. Proposals for Active Resident Membership shall be submitted to the Membership Chairman at least ten (10) days prior to presentation for action at the May meeting of the Board of Directors. No more than three candidates may be proposed, and three candidates endorsed by any Active Member during one year.
3. Individuals convicted of a felony or misdemeanor with moral turpitude will not be allowed to join the Society, and if they are already members will be issued a letter of removal from the Society and Board of Directors.
4. Newly elected Active Members become voting members of the Society at the conclusion of the June General Membership Meeting.

B. Election.

1. The Board of Directors shall vote by ballot prepared by the Membership Committee on the names proposed.
2. A majority of ballots cast by those present, and voting shall elect.
3. If there are more persons who receive a majority vote than there are vacancies, then those receiving the highest number of votes shall be elected until such vacancies are filled.

SECTION 2. ASSOCIATE MEMBERSHIP. Associate Members may attend all General Membership Meetings, without the privilege of voting or holding office, and may serve as members of committees.

A. Eligibility. Associate Members shall:

1. Be interested in and support the purposes of the Society; and
2. Complete and submit the prescribed form and dues. Membership shall begin upon receipt of form and dues.

SECTION 3. NON-RESIDENT MEMBERSHIP. Persons who reside beyond the limits of the metropolitan area of San Antonio, such area being Bexar and adjoining counties, may become Associate Members of the Society in the regular manner. Active Resident Members who have moved from this area shall retain all their privileges except that of holding office or chairmanship of standing committees and shall be listed separately on the roster.

SECTION 4. HONORARY MEMBERSHIP. Honorary Membership may be conferred on a non-member for outstanding service rendered to the purpose of the Society. Honorary Members shall not pay dues or vote.

- A. Proposals.** Proposals for Honorary Membership shall be made in the same manner and same time as proposals for Active Membership, except that at least three members of the Board of Directors shall join in the proposal.
- B. Election.** Voting shall be by ballot and a three-fourths affirmative vote of the Board present, and voting shall elect.

SECTION 5. JUNIOR ASSOCIATE MEMBERSHIP. An Active Member of the San Antonio Conservation Society shall be chairman of this group and shall act as a coordinator between this group and the parent body. Junior Associate Members:

- A.** Shall be governed by their own bylaws.
- B.** Shall elect their own officers.
- C.** Shall conduct their affairs under the name of Junior Associate Members of the San Antonio Conservation Society.

SECTION 6. CONTRIBUTING MEMBERSHIP. Shall be open to the entire membership and to friends who believe in the aims and purposes of the Society by making a contribution, the sum and classification to be decided by the Board of Directors.

SECTION 7. BUSINESS/ORGANIZATION MEMBERSHIP. Representative(s) for the Business/Organization membership category are eligible to attend all General Membership Meetings, without the privilege of voting or holding office, and may serve as members of committees.

- A. Business Membership**
Eligibility. Members shall:
 - 1. Be interested in and support the purposes of the Society; and
 - 2. Complete and submit the prescribed form and dues. Membership shall begin upon receipt of form and dues.
- B. Organization Membership**
Eligibility. Members shall:
 - 1. Be interested in and support the purposes of the Society; and
 - 2. Complete and submit the prescribed form and dues. Membership shall begin upon receipt of form and dues.

SECTION 8. DUES. Annual dues shall be payable February 1 for the ensuing year, delinquent March 31. Any member in arrears of annual dues at this time shall be dropped from membership. Dues notices to be mailed before January 15. Any changes in annual dues amounts shall be approved by the Active Membership.

ARTICLE V: MEETINGS OF THE GENERAL MEMBERSHIP

SECTION 1. GENERAL. At least six (6) General Membership Meetings shall be held on the fourth Wednesday of the month unless otherwise ordered by the Board of Directors of the Society.

SECTION 2. ANNUAL. The May meeting shall be the annual meeting.

SECTION 3. SPECIAL. Special meetings may be called by the President or by written request signed by one-third of the members of the Board of Directors, or by written request signed by one-third of the required quorum for a general membership meeting, provided the purpose of such meeting shall be included in the call with at least five days prior notice.

SECTION 4. QUORUM. Forty (40) voting members shall constitute a quorum for General Membership Meetings.

ARTICLE VI: OFFICERS

The Officers of the Society shall be:

- A.** The Officers elected by the Board of Directors who shall serve on the Executive Committee are a President, five Vice-Presidents, a Secretary, and a Treasurer.
- B.** The officers appointed by the President: a Presidential Advisor, who shall be a former President; a Parliamentarian; a Chaplain; and a NIOSA® Treasurer.

ARTICLE VII: BOARD OF DIRECTORS

SECTION 1. The affairs of the Society shall be managed by its Board of Directors.

SECTION 2. The Board of Directors of the Society shall be the same as the Board of Directors of the San Antonio Conservation Society Foundation.

The Board of Directors of the Society shall be:

- A. The Officers elected by the Board of Directors who shall serve on the Executive Committee are a President, five Vice-Presidents, a Secretary, and a Treasurer.
- B. The Officers appointed by the President: a Presidential Advisor, who shall be a former President; a Parliamentarian; a Chaplain; and a NIOSA® Treasurer.
- C. Up to thirty Directors elected by the Active members of the San Antonio Conservation Society.
- D. Former Presidents of the San Antonio Conservation Society.

SECTION 3. ELIGIBILITY.

- A. Officers elected by the Board of Directors shall be Active Resident Members for at least one year or a major portion thereof and have served on the Board within the past five years before taking office.
- B. Directors elected by the membership shall be Active Resident Members for at least one year or a major portion thereof.
- C. Officers appointed by the President shall be Active Resident Members for at least one year or a major portion thereof.

SECTION 4. NOMINATING COMMITTEE. At the regular meeting of the Board of Directors in March, five Active Members shall be elected to serve as a Nominating Committee. The five nominees receiving the highest number of votes cast by those present and voting shall be elected. In the event of a tie, a runoff shall be held.

- A. Nominations for members of this committee shall be made from the floor.
- B. The vote shall be by ballot.
- C. The one receiving the highest number of votes shall act as Chairman.
- D. No member of the committee shall serve for two consecutive years.
- E. All prospective Officers shall be informed by the Nominating Committee of the duties of the office before each is nominated.
- F. They shall hold at least one meeting for the purpose of selecting officers and board member nominees.

SECTION 5. ELECTION OF DIRECTORS AND OFFICERS.

A. DIRECTORS. At the General Membership Meeting of the Society in May, the Nominating Committee shall present the names of up to ten (10) Active Members as nominees for Directors.

1. The list of nominees shall be mailed and/or sent via electronic mail to the Active Membership one week in advance of the May meeting.
2. Nominations may be made from the floor provided prior consent of the nominee has been obtained and they have been informed of the duties of office.
3. Election shall be by ballot. The ten nominees receiving the highest number of votes cast by members present and voting shall elect. In the event of a tie, a runoff shall be held. In the event there are only ten candidates or fewer nominated, the president may declare the candidates elected.

B. OFFICERS. At the regular meeting of the Board of Directors in May, the Nominating Committee shall present a list of one nominee for each office to be elected by the Board of Directors.

1. Prior notice of this slate shall be mailed and/or sent via electronic mail to the members of the Board of Directors at least one week in advance of the election.
2. Nominations from the floor may be made provided prior consent has been obtained and they have been informed of the duties of office.
3. Election shall be by ballot.
4. A majority of ballots cast by those present, and voting shall elect.
5. In the event there is only one candidate per office nominated, the President may declare the candidate elected.

SECTION 6. TERM OF OFFICE.

A. DIRECTORS. Up to ten of the thirty Directors shall be elected by Active Members each year to serve for a three-year term or until a replacement is elected. A lapse of at least one year shall be necessary before becoming eligible for election to another term. Completion of one vacated term by election shall not constitute a full term.

B. OFFICERS. The President, the five Vice-Presidents, the Secretary, and the Treasurer shall be elected annually to serve for a one-year term, or until their successors are elected. The Presidential Advisor, the Parliamentarian, the Chaplain, and a NIOSA® Treasurer shall be appointed by the President to serve for a one-year term. No one shall hold these offices for more than two successive terms. Completion of one vacated term by election or appointment shall not constitute a full term.

- C. **INSTALLATION.** All Officers and Directors shall be installed at the annual June General Membership meeting and shall begin their term of office at the close of that meeting.

SECTION 7. VACANCIES. Vacancies in any elected office may be filled by the Board of Directors for the unexpired term in accordance with procedures outlined in Section 3A 2, 3 and B2, 3, 4. Consent to serve must be submitted by candidate. Vacancies in appointive offices may be filled by the President for the unexpired term.

SECTION 8. DUTIES OF OFFICERS.

A. The PRESIDENT shall:

1. Be the Principal Executive Officer of the Society and Foundation; and supervise all the business and affairs of the organization.
2. Preside at all meetings of the Board of Directors, the Executive Committee, and all General Membership Meetings where business may be transacted.
3. Sign with the Secretary any contracts or other legal documents. In the event the Secretary is not available, and an emergency exists, (emergency determined by the President), the Treasurer or 5th Vice President (Budget Chairman) shall be authorized to co-sign any contracts or other legal documents.
4. Sign with the Treasurer, or with the Fifth Vice-President in the absence of the Treasurer, all withdrawals of funds from the Society and the Foundation bank accounts.
5. Appoint the chairmen of all committees not otherwise provided for, with the approval of the Executive Committee.
6. Be an ex-officio member of all committees except the Nominating Committee.
7. Be the sole representative and spokesperson for the Society and the Foundation; and, may delegate an advocacy representative from the Board of Directors or the Executive Director to represent her/him.
8. Inform Officers and Directors of their dismissal from office.
9. Serve on the Audit Committee along with the Executive Director.
10. Perform such other duties as assigned by the Board of Directors.

B. The FIRST VICE-PRESIDENT shall:

1. Direct and supervise the activities of the Society and the Foundation in regard to the preservation of historic structures, objects, places, cultures, and customs.
2. Stimulate greater knowledge of same through historic research both for the members of the Society and the public.
3. Be an ex-officio member of all committees of Society-owned properties and of those properties supervised by the Board of Directors and financially supported by the Society and the Foundation.
4. Act as special assistant to the President. May be called upon to represent him/her whenever the President so designates.
5. Be empowered to sign any documents as ordered by the Board of Directors in the event of an emergency during the prolonged absence of the President or due to his/her disability or refusal to act.
6. Perform such other duties assigned to him/her by the President or the Board of Directors.

C. The SECOND VICE-PRESIDENT shall:

1. Direct and supervise the activities of the Society and the Foundation concerned with the preservation of missions, parks, waterways, and all-natural beauty.
2. Encourage the interest of the Society members and the community in these areas.
3. Perform such other duties assigned by the President or the Board of Directors.

D. The THIRD VICE-PRESIDENT shall:

1. Direct development of membership, Board, and resources.
2. Oversee and evaluate the Society and the Foundation programs.
3. Perform duties of community relations as directed by the President.
4. Monitor and report on local, state, and federal legislation of interest to the Society and the Foundation.
5. Perform such other duties assigned by the President or the Board of Directors.

E. The FOURTH VICE-PRESIDENT shall:

1. Serve as Chairman of A Night in Old San Antonio® “NIOA®” and direct and supervise all fund-raising activities of the Society related to “NIOA®”.
2. Have a separate account allocated by the annual budget to receive and disburse funds relating to the operation of NIOA® activities. May be a co-signer on this account.
3. Make a full accounting of all funds to the Board of Directors not later than the end of the fiscal year.
4. Perform such other duties as assigned by the President or the Board of Directors.

F. The FIFTH VICE-PRESIDENT shall:

1. Serve as Chairman of the Budget Committee during his/her term of office which shall prepare a yearly budget to submit to the Board of Directors for approval.
2. Meet with the Budget Committee during the year to recommend adjustments that may be necessary.
3. Serve as a member of the Treasurer and Audit Committee.
4. Sign with the Treasurer in the absence of the President, or with the President in the absence of the Treasurer, any withdrawals of funds.
5. Perform such other duties assigned by the President or the Board of Directors.

G. In the absence of the President, the Vice-Presidents, in their order, shall preside at all meetings of the Board of Directors, the Executive Committee, and all General Membership Meetings where business is to be transacted.

H. The SECRETARY shall:

1. Produce the written minutes of the Board of Directors and General Membership Meetings ten days prior to the next regular board meeting.
2. See that a record of attendance of all members is kept.
3. Sign with the President any contracts authorized by the Board of Directors.
4. Ensure that all meetings are opened with a prayer and purpose.
5. Perform such other duties assigned by the President or the Board of Directors.

I. The TREASURER shall:

1. Have charge and oversight of all funds of the Society and Foundation in accordance with the Treasurer's functions.
2. Sign with the President or with the Fifth Vice-President in the absence of the President, all withdrawals from these accounts.
3. Pay all bills and disburse funds that have been authorized by the Board of Directors.
4. Serve as a member of the Budget Committee.
5. Shall serve as Chairman of the Treasurer's Finance Committee and Audit Committee and appoint its members with the approval of the President. The President and the Executive Director shall be members of the Finance Committee and Audit Committee.
6. Be an alternate signator on the Night in Old San Antonio® accounts.
7. Perform such other duties assigned by President or the Board of Directors.
8. Ensure that all fiscal and accounting functions comply and are up to date per recommendations outlined in the Auditor's Management Letter and approved by the Board of Directors.

J. The PRESIDENTIAL ADVISOR shall:

1. Chair the Advisory Committee, composed of former Presidents, which shall act as an Advisory Committee to the Board of Directors.
2. Act as advisor to the President.

K. The CHAPLAIN shall:

1. Open all meetings with the Society's prayer and purpose.
2. Communicate whenever possible with members who are ill or in distress.
3. Keep a record of all memorials.
4. Maintain a necrology of members and forward it to the Society Library monthly.
5. Advise the Board of Directors of members who are ill or have passed away. Send a note of sympathy from the Society to the deceased member's next of kin or family.

L. The PARLIAMENTARIAN shall:

1. Act as an advisor to the President on points of parliamentary procedure.
2. Attend all meetings of the Board of Directors and the Executive Committee as an advisor.
3. Be chairman of the Bylaws Committee.
4. Oversee all Society elections, including selecting the tellers, with the President's approval.

M. The NIOSA® TREASURER shall:

1. Act as Treasurer of the Night in Old San Antonio® "NIOSA®" Committee.
2. Have charge of and be responsible for supervision of the current operating expenses of the "NIOSA®" Committee.
3. Two of the four following signatures are required for the withdrawal of NIOSA® funds: the NIOSA® Treasurer, the Fourth Vice-President, Society Treasurer or the President.
4. Be an alternate signator on Society and the Foundation bank accounts in the absence of other approved officers.
5. Perform such other duties assigned by the President or the Board of Directors.

SECTION 9. COMPOSITION and DUTIES. The voting membership of the Board of Directors shall consist of the elected and appointed Officers and Directors, and eligible former Presidents, and the Chairmen of Standing Committees.

They shall:

- A. Attend all meetings of the Board of Directors, both regular and called meetings of the Board.
- B. Automatically lose office on the Board if absent from three consecutive regular meetings of the Board of Directors or if residence is moved from the metropolitan area of San Antonio.
- C. As Former Presidents, who are no longer Directors, be able to attend Board of Directors meetings without vote.
- D. As Directors, Officers, and Former Presidents who are absent due to official Society or Foundation business be considered excused and the absence will not count toward the three (3) consecutive missed meeting policy referenced in Article VI Section 1 B.
- E. Accept chairmanship of a standing or special committee, which the President offers.

SECTION 10. AUTHORITY. The Board of Directors shall have control of the affairs, funds, and properties of the Society and Foundation. All major program activities shall be reported to the Board of Directors at a regular Board or special Board meeting of the Society and Foundation.

The Board of Directors shall ensure that no action shall be taken by or on behalf of the Society or the Foundation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

SECTION 11. DUAL OFFICE. No member of the Board of Directors shall hold more than one elective position simultaneously.

SECTION 12. QUORUM. Twenty-four (24) voting members shall constitute a quorum of the Board of Directors.

SECTION 13. MEETINGS. Only members of the Board may be present during, or take part in, the deliberations of the Board of Directors. The President may request the attendance of staff members and others at the Board of Directors' meetings as a non-voting member.

- A. **REGULAR MEETINGS** of the Board of Directors shall be held each month. The time and place shall be determined by the President and approved by the Executive Committee.

- B. SPECIAL MEETINGS** may be called by the President or by the written request of twelve (12) of the voting members, provided at least five days prior notice of the meeting has been given and that the purpose of the called meeting is included in the notice.
- C. EMERGENCY & ELECTRONIC MEETINGS** In the event of an extraordinary situation such as disease outbreak, considered by local or state or Federal Government to be dangerous to the general population, and any natural disaster, such as flooding, snow, ice, storms, or other emergencies, any meetings of the Society may be held, as deemed necessary by the presiding President and Executive Board, using virtual or other available technology. Notice of such a meeting will have instructions as to how members are to participate. The President will designate the Society employee who will set up such meeting and ensure only those invited to attend are admitted. The Society Secretary will call the roll at the electronic meeting ensuring a quorum is present. In the event of required individual voting, the Secretary will perform a roll-call vote.

ARTICLE VIII: EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION. The Executive Committee shall consist of those Officers elected by the Board of Directors. The Presidential Advisor and the Parliamentarian, appointed by the President, shall serve as non-voting members.

SECTION 2. DUTIES.

- A.** The Executive Committee may be authorized by the Board of Directors to act on emergency matters requiring prompt attention between meetings of the Board. Such action must be reported to the Board.
- B.** The Executive Committee shall approve all committee appointments made by the President.

ARTICLE IX: COMMITTEES

SECTION 1. STANDING OR SPECIAL COMMITTEES shall be established by the President, with the approval of the Executive Committee, as the need arises.

SECTION 2. COMMITTEE CHAIRMEN. All Committee Chairmen shall:

- A. Have been Active Resident Members for at least one year, prior to appointment by the President with the approval of the Executive Committee.
- B. Serve for a one-year appointment coincident with the term of the President, or until a successor is appointed. He/she may be appointed for only one successive term.
- C. Appoint the members of his/her committee subject to the approval of the President.
- D. Keep a record of all work of the committee and inform the President of all meetings.
- E. File a written report at or before the annual meeting of the Society.
- F. In an emergency send a substitute to a Board of Directors meeting should a report be essential for action of the Board of Directors, but only at the invitation of the President and only for the duration of the report.

SECTION 3. QUORUM AND RULES.

- A. The quorum of a committee shall be a majority of its membership not counting the ex-officio members who, however, shall vote in committee proceedings.
- B. Each committee may adopt rules for its own government not inconsistent with the Bylaws, the rules adopted by the Board of Directors or the parliamentary authority.

ARTICLE X: AUDITING AND BONDING

The books of the Treasurer and of such committees handling monies belonging to the Society shall be audited annually by a Certified Public Accountant. The Treasurer of the Society and the Treasurer of A Night in Old San Antonio® shall be bonded by a surety company. Those other persons who handle Society and Foundation funds may be bonded at the discretion of the Board of Directors.

ARTICLE XI: CONTRIBUTIONS/ GIFTS/ BEQUESTS

The Board of Directors may accept on behalf of the Society and the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society or Foundation. Financial contributions to the Foundation are tax-deductible to the extent allowed by current law.

ARTICLE XII: FISCAL YEAR

The fiscal year shall be from July 1 to June 30.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Society may adopt.

ARTICLE XIV: AMENDMENTS

These Bylaws may be amended by a two-thirds affirmative vote of the Active Members present and voting at any General Membership Meeting provided that notice has been given for such an amendment at a previous General Membership Meeting and to the Board of Directors. A full text of such amendments shall be mailed to the Active Members at least ten days prior to the day they shall be acted upon.

ARTICLE XV: DISSOLUTION

Upon the dissolution of the San Antonio Conservation Society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the San Antonio Conservation Society, dispose of all the assets of this corporation to the National Trust for Historic Preservation, located in Washington, D.C., or as otherwise directed by the Charter of the San Antonio Conservation Society.