

San Antonio Conservation Society
Proposed Bylaws Revision for Review
December 2023

Dear San Antonio Conservation Society members,

Below you will find a copy of the proposed Bylaws Revision drawn up by the 2023-2024 Bylaws Committee. Before the Bylaws Revision is voted on there will be a question-and-answer meeting for the membership to ask or submit questions to the Bylaws Committee who will provide the rationale for each change relating to the proposed bylaws.

The Bylaws Revision is to be voted on at the 2024 February General Membership Meeting. The process will include presenting each article of the Proposed Bylaws to the members for discussion and change (amendment.) So, if there is something in the Proposed Bylaws that a member doesn't agree with and wants to change, a member can make a motion to amend the article. It requires a majority vote of the members present and voting to amend (change) an article. After each article has been presented to the membership the entire document, as amended, will be voted on and that will require a 2/3rds vote of the members present and voting to be adopted. The bylaws as adopted will go into effect immediately after adoption unless otherwise indicated by a proviso specifying a different date when the change is to go into effect. The provisos are found at the end of the Bylaw revision, on a separate page.

This Proposed Bylaws Revision is to be sent by email to voting members and posted on the member and board websites in December to provide adequate time for review and questions. To access the website, go to San Antonio Conservation Society and use the password Centennial_2024

The document will also be sent to members by US mail at least ten (10) days prior to being voted on as required in the current bylaws. The revision includes changes in membership eligibility and number of Board members and who gets to vote on what. After Federal and State laws and Articles of Incorporation, Bylaws are the rules that members agree to and vote on that will govern our organization. So please take the time to study them and be prepared to vote in February.

Kathleen Carter, Bylaws Committee Chairman kmc001tx@gmail.com

Ron Stinson, Vice Chairman

Margaret Priesmeyer

Lewis Vetter

Patti Zaiontz

Elaine Vetter

President Kathy Krnavek, ex-officio

– Bylaws Committee 2023-2024 –

The Bylaws Committee of 2023-2034 is composed of the following members:

- Kathleen Carter, Chairman
- Ron Stinson, Vice Chairman
- Margaret Priesmeyer
- Elaine Vetter
- Lewis Vetter
- Patti Zaiontz

The Bylaws Committee reviewed the following sources in their consideration of the recommended revision.

- Federal and State Laws applicable to 501(c)(4) organizations
- The Texas Business Organization Code
- Existing bylaws, amended 6/22/2022
- Current Standing Rules
- SACS Articles of Incorporation, last amended May 1988
- Proposed bylaws amendments, Strategic Planning Committee, Nancy Avellar, Chairman, 6/28/2023
- Carrie Gray, Cielo Group
- Recommendations by attorney Banks Smith (Minutes of the SACS Board of Directors meeting 9/20/2023)
- Recommendation of Gregg Muenster, Director of Philanthropy at Sendero Wealth Management
- Recommendations of Randy Walker, CPA 9/30/2023
- Recommendations of Kinder & DeBauche and survey Fall 2022
- Existing customs of the Society

Summary of Proposed Revision to SACS Bylaws – Bylaws Committee 2023-2024 –

ARTICLE	SECTION	COMMENT
ARTICLE I: NAME		No change (per Articles of Incorporation)
ARTICLE II: OFFICES		No change other than 2 ND paragraph moved to ARTICLE XVI
ARTICLE III: PURPOSE		No change
ARTICLE IV: MEMBERSHIP	SECTIONS 1-7	Membership classes reduced from 8 to 4. Residency requirements removed. Members in classes removed are assigned to be General Members.
ARTICLE V. MEETINGS OF THE GENERAL MEMBERSHIP		No change
ARTICLE VI: OFFICERS		Officers elected by the General Members
ARTICLE VII: BOARD OF DIRECTORS	SECTION 2. SAN ANTONIO CONSERVATION SOCIETY FOUNDATION	No Change.
	SECTION 3. COMPOSITION	Reduced from 52 (38+17) to 33 members
	SECTION 4. ELIGIBILITY	Residency requirements have been removed. Changed to reflect that officers and directors are elected by the General Membership.
	SECTION 5. NOMINATING COMMITTEE	Clarify Nominating Committee election.
	SECTION 6. ELECTION OF DIRECTORS AND OFFICERS.	Officers and Directors are elected by the General Members.
	SECTION 10. COMPOSITION AND DUTIES	Former president representative selection. Removed Chairman of Standing Committees Clarified geographical extent of residency requirement
	SECTION 14. BOARD MEETINGS	Members may attend board meetings but do not have a vote. May speak for 3 minutes before meetings if registered prior to meeting.

Summary of Proposed Revision to SACS Bylaws

	SECTION 15. BOARD COMPENSATION	New section. Clarification of current practice.
ARTICLE VIII: EXECUTIVE COMMITTEE	SECTION 2. DUTIES	Require actions to be ratified by the Board of Directors
ARTICLE IX: COMMITTEES	SECTION 1. STANDING COMMITTEES	List of Standing Committees, some removed or added after review of the existing list.
	SECTION 2 SPECIAL COMMITTEES	President does not have the authority to directly create special committees.
ARTICLE X: AUDITING AND BONDING		No change
ARTICLE XI: CONTRIBUTIONS/ GIFTS/ BEQUESTS		No change
ARTICLE XII: FISCAL YEAR		No change
ARTICLE XIII: ELECTRONIC MEETINGS AND COMMUNICATIONS		New Article. Clarified, simplified, applies across all bylaws concerning meetings and communications
ARTICLE XIV: PARLIAMENTARY AUTHORITY		No change
ARTICLE XV: AMENDMENTS		General members vote on the amendment or revision of the bylaws. Clarified the actions and authority to create a revision of the bylaws
ARTICLE XVI. IRS CODE 501 (c)(4)		No change. Moved from Article II, paragraph two.
ARTICLE XVII: INDEMINIFICATION		New Article. Protections for liability.
ARTICLE XVIII: DISSOLUTION		No change

Bylaws Committee: Proposed Revision to SACS Bylaws

CURRENT

PROPOSED

RATIONALE

ARTICLE I: NAME

<p>The name of this Corporation shall be the San Antonio Conservation Society (“Society”). The Society is a non-profit corporation whose duration is perpetual.</p>	<p>The name of this Corporation shall be the San Antonio Conservation Society (“Society”). The Society is a non-profit corporation whose duration is perpetual.</p>	<p>No Change Name as per Articles of Incorporation</p>
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ARTICLE II: OFFICES

<p>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.</p> <p>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.</p>	<p>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.</p>	<p>Focused this Article on Offices as stated in the header.</p> <p>Second paragraph is included at the suggestion of the Society’s attorney. It is moved to ARTICLE XVI. IRS CODE 501 (c)(4)</p>
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ARTICLE III: PURPOSE**ARTICLE III: PURPOSE**

<p>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.</p>	<p>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.</p>	<p>No change. Any change, such as inserting the word "mission" (which is synonymous with "purpose") would require amending the SACS Articles of Incorporation, Article Two, where the Purpose is defined.</p>
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ARTICLE IV: MEMBERSHIP**ARTICLE IV: MEMBERSHIP**

<p>There shall be an Active Membership of six hundred fifty (650), an Associate Membership unlimited, non-Resident Membership, an Honorary Membership, a contributing Membership and a Junior Associate Membership.</p>	<p>There shall be four membership classes: A. General B. Junior C. Business/Organization D. Honorary</p>	<p>No need to cap membership number as long as members are eligible. The change in membership levels is to remain relevant to the times, encourage a strong and engaged membership, and build a pipeline for future engagement.</p>
<p>Section 1. Active Resident Membership Active Resident Members shall have all of the privileges of the Society.</p>	<p>SECTION 1. GENERAL MEMBERSHIP - General Members shall have all of the privileges of the Society, including the right to vote.</p>	<p>Broadening the category to encourage membership growth. Simplify criteria.</p>

CURRENT	PROPOSED	RATIONALE
<p>A. Eligibility. To be eligible for Active Resident Membership, a person must:</p> <ol style="list-style-type: none"> 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. 	<p>A. Eligibility. To be eligible for General Membership, a person must have a commitment to the education and advocacy for historic, cultural and natural preservation, pay the Society's membership dues.</p> <p>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.</p>	<p>Broadening the eligibility to encourage membership growth and increase the capacity of the Society in its efforts to educate and advocate for historic preservation. Residency requirements removed</p>
<p>B. Election.</p> <ol style="list-style-type: none"> 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. 	<p>Strike Section B. Election. - REMOVE</p>	<p>Simplify the process. This change signifies that the Society welcomes individuals who wish to contribute to the Society's mission and are willing and able to pay dues.</p>
<p>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.</p> <p>A. Eligibility. Associate Members shall:</p>	<p>Strike Section 2. Associate Membership - REMOVE</p>	<p>Opens membership and encourages involvement and participation in the organization. Current Associate members are immediately assigned General Membership</p>

<p>1. Be interested in and support the purposes of the Society; and</p> <p>2. Complete and submit the prescribed form and dues. Membership shall begin upon receipt of form and dues.</p>		<p>status, provided this article is approved.</p>
<p>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.</p>	<p>Strike Section 3. Non-Resident Membership - REMOVE</p>	<p>Opens membership to non-residents who have a love of preservation and the history of the area. Non-Resident-Membership members are immediately assigned General Membership status, provided this article is approved.</p>
<p>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.</p> <p>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.</p> <p>B. Election. Voting shall be by ballot and a three-fourths affirmative vote of the Board present, and voting shall elect.</p>	<p>SECTION 2. 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.</p> <p>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.</p> <p>B. Election. Voting shall be by ballot and a three-fourths affirmative vote of the Board present, and voting shall elect.</p>	<p>No Change.</p>
<p>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:</p> <p>A. Shall be governed by their own bylaws,</p> <p>B. Shall elect their own officers, and</p> <p>C. Shall conduct their affairs under the name of Junior Associate Members of the San Antonio Conservation Society.</p>	<p>SECTION 3. JUNIOR MEMBERSHIP. Individuals under the age of 18 and interested in supporting the purpose of the Society are eligible for Junior Membership. The President shall appoint a General Member to serve as the Junior Member liaison. The Junior Members shall elect their own officers and conduct their affairs under the name of Junior Members of the San Antonio Conservation Society. Junior Members shall be ineligible to vote in general Society business.</p>	<p>Clarity for this membership level. Simplify category name by removing Associate, as the Society does not have "Associate" members.</p>

CURRENT	PROPOSED	RATIONALE
<p>Section 6. Contributing Member 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.</p>	<p>Strike Section 6. Contributing Member - REMOVE</p>	<p>Simplification - all members and non-members should be encouraged to be contributors to the Society. Contributing members are immediately assigned General Membership status.</p>
<p>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.</p>	<p>SECTION 4. BUSINESS/ORGANIZATION MEMBERSHIP. Any business or organization interested in promoting the purpose of the Society may become a Business/Organization Member by completing and submitting the prescribed form and dues. Membership shall begin upon receipt of the membership form and dues. Business/Organization Members are ineligible to vote or hold an elective office, but are encouraged to attend General Membership meetings, serve on a committee(s), and participate in other programs of the Society.</p>	<p>Simplification and clarity for this membership category.</p>
<p>Section 8. Dues. Annual dues shall be payable no later than February 1 for the ensuing year. Dues shall be delinquent March 31. Any member in arrears of annual dues after this time shall be dropped from membership. Dues notices shall be mailed before January 15. Any changes in annual dues amounts shall be approved at a general membership meeting.</p>	<p>SECTION 5. DUES. Annual dues shall be payable no later than February 1st for the ensuing year. Dues shall be delinquent March 31st. Any member in arrears of annual dues after this time shall be dropped from membership. Dues notices shall be mailed before January 15th. Any changes in annual dues amounts shall be approved at a general membership meeting.</p>	<p>No Change</p>
<p>ARTICLE V. MEETINGS OF THE GENERAL MEMBERSHIP</p>		
<p>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.</p>	<p>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.</p>	<p>No Change</p>

Section 2. Annual. The May meeting shall be the annual meeting.	SECTION 2. ANNUAL. The June meeting shall be the annual meeting.	To align bylaws to current calendar plans.
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 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.	No Change
Section 4. Quorum. Forty (40) members shall constitute a quorum for General Membership meetings.	SECTION 4. QUORUM. Forty (40) members shall constitute a quorum for General Membership meetings.	No Change

ARTICLE VI: OFFICERS	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.	The Officers of the Society shall be: A. The officers elected by the General Members are a President, five Vice-Presidents, Secretary and Treasurer. The elected officers shall serve on the Executive Committee. B. The officers appointed by the President: Presidential Advisor, who shall be a former president; Parliamentarian; Chaplain; and NIOSA® Treasurer.	Officers are elected by the General Members and serve on the Executive Committee

ARTICLE VII: BOARD OF DIRECTORS	ARTICLE VII: BOARD OF DIRECTORS	
Section 1. The affairs of the Society shall be managed by its Board of Directors.	SECTION 1. BOARD ROLE The affairs of the Society shall be managed by its Board of Directors.	Added title to section No Change
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.	SECTION 2. SAN ANTONIO CONSERVATION SOCIETY FOUNDATION. The Board of Directors of the Society shall be the same as the Board of Directors of the San Antonio Conservation Society Foundation.	No Change.

CURRENT	PROPOSED	RATIONALE
<p>The Board of Directors of the Society shall be:</p> <p>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.</p> <p>B. The officers appointed by the President: a Presidential Advisor, who shall be a former President; a Parliamentarian; a Chaplain; and a NIOSA® Treasurer.</p> <p>C. Up to thirty Directors elected by the Active members of the San Antonio Conservation Society.</p> <p>D. Former Presidents of the San Antonio Conservation Society.</p>	<p>SECTION 3. BOARD COMPOSITION. The Board of Directors shall consist of thirty-two (32) members, composed of eight (8) elected officers of the Society, four (4) appointed officers of the Society, at least fifteen (15) but not more than eighteen (18) additional elected directors, and up to two (2) former presidents.</p> <p>A. The Officers elected by the General Members are President, five Vice-Presidents, Secretary and Treasurer. The elected officers shall serve on the Executive Committee,</p> <p>B. The officers appointed by the President are: Presidential Advisor, who shall be a former president; Parliamentarian; Chaplain; and NIOSA® Treasurer,</p> <p>C. At least fifteen (15) but not more than eighteen (18) elected Directors, elected by the General Members,</p> <p>D. Up to two (2) former presidents shall be selected by the former presidents, and shall be assigned a committee chairmanship.</p>	<p>It is a membership driven organization and this ensures the voice of the members be heard.</p> <p>Officers and Directors are elected by General Members.</p> <p>** The changes to the composition of the board will take effect with the new 2024 elections.</p> <p>A maximum of 3 former presidents serve on the board which includes the Presidential Advisor, unless a former president chooses to run for and is elected to office.</p> <p>Maintains institutional knowledge of former Presidents.</p>
<p>SECTION 3. ELIGIBILITY.</p> <p>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.</p> <p>B. Directors elected by the members shall be Active Resident Members for at least one year or a major portion thereof.</p> <p>C. Officers appointed by the President shall be Active Resident Members for at least one year or a major portion thereof.</p>	<p>SECTION 4. ELIGIBILITY.</p> <p>A. Officers elected by the General Members shall be General 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.</p> <p>B. Directors elected by the General Members shall be General Members for at least one year or a major portion thereof.</p> <p>C. Officers appointed by the president shall be General Members for at least one year or a major portion thereof.</p>	<p>Changed to reflect that officers and directors are elected by the General Members.</p>

CURRENT	PROPOSED	RATIONALE
<p>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.</p> <p>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.</p>	<p>SECTION 5. NOMINATING COMMITTEE. At the regular meeting of the Board of Directors in March, five General Members shall be elected to serve as a Nominating Committee. The five nominees are elected by plurality.</p> <p>A. Nominations for members of this committee shall be made from the floor and consist of two (2) current members of the Board and three (3) from the General membership. B. The vote shall be by ballot, unless there is only one candidate for each position. 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. G. The nominating committee will present a complete slate of candidates for all officer and board positions.</p>	<p>Clarify Nominating Committee election. A majority of the board members voting for the candidate. As per Robert’s Rules of Order Newly Revised.</p>
<p>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. a. 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. b. Nominations may be made from the floor provided prior consent of the nominee has been obtained and they</p>	<p>SECTION 6. 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 six (6) General Members as nominees for Directors. a. The list of nominees shall be mailed and/or sent via electronic mail to the General Membership one week in advance of the May meeting. b. Nominations may be made from the floor provided prior consent of the</p>	<p>Changed to reflect the reduced number of Board of Directors.</p> <p>Director terms are 3 years, 1/3 of directors elected each year.</p> <p>Directors and Officers are elected by the General Membership</p>

<p>have been informed of the duties of office.</p> <p>c. 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.</p> <p>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.</p> <p>a. 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.</p> <p>b. Nominations from the floor may be made provided prior consent has been obtained and they have been informed of the duties of office.</p> <p>c. Election shall be by ballot.</p> <p>d. A majority of ballots cast by those present, and voting shall elect.</p> <p>e. In the event there is only one candidate per office nominated, the President may declare the candidate elected.</p>	<p>nominee has been obtained and they have been informed of the duties of office.</p> <p>c. Election shall be by ballot. The six 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 six candidates or fewer nominated, the president may declare the candidates elected.</p> <p>B. OFFICERS. At the regular meeting of the General Membership in May, the Nominating Committee shall present a list of one nominee for each office to be elected by the General Membership.</p> <p>a. The list of nominees shall be mailed and/or sent via electronic mail to the General Membership one week in advance of the May meeting.</p> <p>b. Nominations from the floor may be made provided prior consent has been obtained and they have been informed of the duties of office.</p> <p>c. Election shall be by ballot.</p> <p>d. A majority of ballots cast by those present, and voting shall elect.</p> <p>e. In the event there is only one candidate per office nominated, the President may declare the candidate elected.</p>	
<p>SECTION 6. TERM OF OFFICE.</p> <p>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</p>	<p>SECTION 7. TERM OF OFFICE.</p> <p>A. DIRECTORS. Up to six of the eighteen directors shall be elected by General 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.</p>	<p>Change is the number of elected Directors</p>

<p>one vacated term by election shall not constitute a full term.</p> <p>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.</p>	<p>Completion of one vacated term by election shall not constitute a full term.</p> <p>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.</p>	
<p>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.</p>	<p>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.</p>	No change
<p>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.</p>	<p>SECTION 8. VACANCIES. Vacancies in any elected office shall be filled by the Board of Directors for the unexpired term in accordance with the following:</p> <ul style="list-style-type: none"> a. 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. b. Election shall be by ballot. c. A majority of ballots cast by those present and voting shall elect. <p>Consent to serve must be submitted by candidate. Vacancies in appointed offices may be filled by the President for the unexpired term.</p>	No change, except removed references to sections and replaced with the actual text, otherwise no change.

CURRENT	PROPOSED	RATIONALE
<p>SECTION 8. DUTIES OF OFFICERS.</p> <p>A. The PRESIDENT shall:</p> <ol style="list-style-type: none"> 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. 	<p>SECTION 9. COMPOSITION AND DUTIES OF OFFICERS</p> <p>All officers are required to give a verbal and written report at all Board and General Membership meetings. Committee Chairmen shall report as needed.</p> <p>A. The PRESIDENT shall:</p> <ol style="list-style-type: none"> 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. All contracts that involve real estate, consultant or professional services or monetary amounts of \$7,500 or greater (excluding NIOSA®), shall be reviewed by independent legal counsel retained by the Society to ensure proper authorization and ensure compliance with federal and state requirements, and approval by the Board <u>prior</u> to execution. 4. Sign with the Secretary any contracts or other legal documents. All original signed contracts are to be kept in the Society's office. 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. 5. Sign with the Treasurer, or with the Fifth Vice-President in the absence of the Treasurer, all withdrawals of funds from 	<p>Ensures that board and general members are properly informed of the actions of the Society.</p> <p>Added online member access to all minutes and committee reports so they may be informed of the actions and activities of the Society and all original signed contracts shall be kept in the Society's office.</p>

<p>9. Serve on the Audit Committee along with the Executive Director.</p> <p>10. Perform such other duties as assigned by the Board of Directors.</p>	<p>the Society and the Foundation bank accounts.</p> <p>6. Appoint the chairmen of all committees not otherwise provided for, with the approval of the Executive Committee.</p> <p>7. Be an ex-officio member of all committees except the Nominating Committee.</p> <p>8. 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.</p> <p>9. Inform Officers and Directors of their dismissal from office.</p> <p>10. Serve on the Audit Committee along with the Executive Director.</p> <p>11. Shall ensure that all members have access equal to the Board, to committee reports and meeting minutes, which are to be posted on the members’ area of the website.</p> <p>12. President will have copies of logins and passwords of all online systems and society computer devices, stored in a secure manner.</p> <p>13. Perform such other duties as assigned by the Board of Directors.</p>	
<p>B. The FIRST VICE-PRESIDENT shall:</p> <p>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.</p> <p>2. Stimulate greater knowledge of same through historic research both for the members of the Society and the public.</p> <p>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</p>	<p>B. The FIRST VICE-PRESIDENT shall:</p> <p>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.</p> <p>2. Stimulate greater knowledge of same through historic research both for the members of the Society and the public.</p> <p>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</p>	<p>Added “Preside at meetings in the absence of the President.”</p>

<p>supported by the Society and the Foundation.</p> <ol style="list-style-type: none"> 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. 	<p>supported by the Society and the Foundation.</p> <ol style="list-style-type: none"> 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. 	
<p>C. The SECOND VICE-PRESIDENT shall:</p> <ol style="list-style-type: none"> 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. 	<p>C. The SECOND VICE-PRESIDENT shall:</p> <ol style="list-style-type: none"> 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. 	No Change
<p>D. The THIRD VICE-PRESIDENT shall:</p> <ol style="list-style-type: none"> 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. 	<p>D. The THIRD VICE-PRESIDENT shall:</p> <ol style="list-style-type: none"> 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. 	No Change

CURRENT	PROPOSED	RATIONALE
<p>E. The FOURTH VICE-PRESIDENT shall:</p> <ol style="list-style-type: none"> 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. 	<p>E. The FOURTH VICE-PRESIDENT shall:</p> <ol style="list-style-type: none"> 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 separate accounts allocated by the annual budget to receive and disburse funds relating to the operation of activities. Signs on the NIOA® accounts. 3. Make a full accounting of all funds to the Board of Directors not later than the end of the fiscal year. 4. Exempt from assignment of additional committee chairmanships. 	<p>Exclude Fourth VP / NIOA® chair from assignment of additional committee chairmanship.</p>
<p>F. The FIFTH VICE-PRESIDENT shall:</p> <ol style="list-style-type: none"> 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. 	<p>F. The FIFTH VICE-PRESIDENT shall:</p> <ol style="list-style-type: none"> 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. 	<p>No Change</p>
<p>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.</p>	<p>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.</p>	<p>No Change</p>

CURRENT	PROPOSED	RATIONALE
<p>H. The SECRETARY shall:</p> <ol style="list-style-type: none"> 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. 	<p>H. The SECRETARY shall:</p> <ol style="list-style-type: none"> 1. To keep a record (minutes) of all proceedings of the organization (General, Board and Executive meetings.) 2. Minutes of the General Membership meetings are to be approved by the Board of Directors 3. Produce the written minutes ten days prior to the next regular board meeting for approval. 4. Post Board and General Membership meeting minutes and committee reports to the members' area of the Society website. 5. See that a record of attendance of all members is kept of the Board of Directors and General Membership meetings. 6. Sign with the President any contracts authorized by the Board of Directors. 7. Ensure that all meetings are opened with a prayer and purpose. 8. Maintain a current roster of all members including contact information (mail, email, phone). 9. Perform such other duties assigned by the President or the Board of Directors. 	<p>Post specified documents on the General Members section of the website.</p>
<p>I. The TREASURER shall:</p> <ol style="list-style-type: none"> 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 	<p>I. The TREASURER shall:</p> <ol style="list-style-type: none"> 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 	<p>No change</p>

<p>the approval of the President. The President and the Executive Director shall be members of the Finance Committee and Audit Committee.</p> <ol style="list-style-type: none"> 6. Be an alternate signatory 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. 	<p>and the Executive Director shall be members of the Finance Committee and Audit Committee.</p> <ol style="list-style-type: none"> 6. Be an alternate signatory 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. 	
<p>J. The PRESIDENTIAL ADVISOR shall:</p> <ol style="list-style-type: none"> 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. 	<p>J. The PRESIDENTIAL ADVISOR shall:</p> <ol style="list-style-type: none"> 1. Act as advisor to the President. 	Simplified description of the Advisor to the President
<p>K. The CHAPLAIN shall:</p> <ol style="list-style-type: none"> 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. 	<p>K. The CHAPLAIN shall:</p> <ol style="list-style-type: none"> 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. 	No change
<p>L. The PARLIAMENTARIAN shall:</p> <ol style="list-style-type: none"> 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. 	<p>L. The PARLIAMENTARIAN shall:</p> <ol style="list-style-type: none"> 1. Act as an advisor to the President on points of parliamentary procedure. 2. Attend all meetings of the General Membership, Board of Directors and the Executive Committee as an advisor. 3. Be chairman of the Bylaws Committee. 	Included the General Membership meetings.

<p>4. Oversee all Society elections, including selecting the tellers, with the President’s approval.</p>	<p>4. Oversee all Society elections, including selecting the tellers, with the President’s approval.</p>	
<p>M. The NIOSA® TREASURER shall:</p> <ol style="list-style-type: none"> 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 signatory 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. 	<p>M. The NIOSA® TREASURER shall:</p> <ol style="list-style-type: none"> 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 signatory 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. 	<p>No change</p>
<p>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.</p> <ol style="list-style-type: none"> 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 	<p>SECTION 10. COMPOSITION AND DUTIES OF THE BOARD OF DIRECTORS.</p> <p>The voting membership of the Board of Directors shall consist of the elected and appointed Officers, Directors, up to two eligible former presidents, and the Chairmen of Standing Committees.</p> <ol style="list-style-type: none"> 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. C. 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) 	

<p>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.</p> <p>E. Accept chairmanship of a standing or special committee, which the President offers.</p>	<p>consecutive missed meeting policy in provisions subsection B</p> <p>D. Accept chairmanship of a standing or special committee, which the President offers.</p>	
<p>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.</p> <p>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.</p>	<p>SECTION 11. 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.</p> <p>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.</p>	<p>No change</p>
<p>SECTION 11. DUAL OFFICE. No member of the Board of Directors shall hold more than one elective position simultaneously.</p>	<p>SECTION 12. DUAL OFFICE. No member of the Board of Directors shall hold more than one elective position simultaneously.</p>	<p>No change</p>
<p>SECTION 12. QUORUM. Twenty-four (24) voting members shall constitute a quorum of the Board of Directors.</p>	<p>SECTION 13. QUORUM. Fifteen (15) voting members shall constitute a quorum of the Board of Directors to conduct all business.</p>	<p>Reduced to align with recommended size of Board of Directors</p> <p>** The changes to the quorum of the board will take effect with the new 2024 elections.</p>
<p>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.</p>	<p>SECTION 14. BOARD MEETINGS. Society members may attend board meetings without a vote. If the member wishes to speak before the meeting, for up to three (3) minutes, they must send a request to speak to the Executive Director at least 48 hours prior to meeting and include the subject</p>	<p>Members may attend board meetings (except when the board enters Executive Session. This enables the membership to be more informed.</p>

<p>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.</p> <p>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.</p>	<p>matter. When the Board goes into Executive Session, non-board members must leave the meeting.</p> <p>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.</p> <p>B. SPECIAL BOARD MEETINGS may be called by the President or by the written request of eight (8) 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.</p>	<p>Special meetings called by 8 Board members instead of 12.</p> <p>** The changes to the number of required board members requesting a special meeting of the board will take effect with the new 2024 elections.</p>
<p>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 role at the electronic meeting ensuring a quorum is present. In the event of required individual voting, the Secretary will perform a rollcall vote.</p>	<p>Delete this sub-section.</p>	<p>See new ARTICLE XIII: ELECTRONIC MEETINGS AND COMMUNICATIONS</p>
	<p>SECTION 15. BOARD COMPENSATION. Board of Directors shall receive no compensation other than reimbursement for reasonable and documented expenses.</p>	<p>New section. Clarification of current practice.</p>

ARTICLE VIII: EXECUTIVE COMMITTEE	ARTICLE VIII: EXECUTIVE COMMITTEE	
<p>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.</p>	<p>SECTION 1. COMPOSITION. The Executive Committee shall consist of elected Officers. The Presidential Advisor and the Parliamentarian, appointed by the President, shall serve as non-voting members.</p>	<p>No change</p>
<p>SECTION 2. DUTIES.</p> <p>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.</p> <p>B. The Executive Committee shall approve all committee appointments made by the President.</p>	<p>SECTION 2. DUTIES.</p> <p>A. The Executive Committee shall 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 for ratification.</p> <p>B. The Executive Committee shall approve all committee appointments made by the President.</p>	<p>Changed 'may' to 'shall' and require actions to be ratified by the Board of Directors</p>

ARTICLE IX: COMMITTEES	ARTICLE IX: COMMITTEES	
<p>SECTION 1. STANDING OR SPECIAL COMMITTEES shall be established by the President, with the approval of the Executive Committee, as the need arises.</p>	<p>SECTION 1. STANDING COMMITTEES</p> <p>The following are <u>Standing Committees of the Society and Foundation to which the Chairpersons are filled by officers.</u></p> <ul style="list-style-type: none"> • Historic Structures, Objects, Places, Cultures & Customs (1st VP is chair) • Missions, Parks-Plazas, Rivers-Waterways & All-Natural Beauty (2nd VP is chair) • Development, Programs, Community Relations & Advocacy (3rd VP is chair) • A Night in Old San Antonio ® (NIOSA ®) (4th VP is chair) • Finance Committee (Treasurer is chair) • Budget Committee (5th VP is chair) • Bylaws Committee (Parliamentarian is chair) <p>The following are <u>Standing Committees of the Society to which the President will appoint the Chairpersons to serve,</u> subject to the approval</p>	<p>Separated Standing (Society and Foundation) and Special Committees.</p> <p>List of Standing Committees revised with some removed or added after review of the existing list</p> <p>Standing Committees perform a continuing function, and remain in existence permanently. [50:8]</p> <p>Standing committees must be established by name, by a specific provision in the bylaws. RONR (12th ed.) 50:7-9, 56:45</p>

	<p>of the Executive Committee. The Chairpersons will select the members of their committee.</p> <ul style="list-style-type: none"> • Ethics and Protocol * • Grants (S/F) (Building and Educational) • Heritage Education Tours • Historic Building Survey • Historic Farm and Ranch • Hospitality / Special Events • Juniors • Membership Development & Volunteering • Neighborhood Liaison • Parade Activities • Personnel * • Programs • Publications • Strategic Planning <p>The following are <u>Standing Committees of the Foundation to which the President will appoint the Chairpersons to serve</u>, subject to the approval of the Executive Committee. The Chairpersons will select the members of their committee.</p> <ul style="list-style-type: none"> • Awards • Historic Preservation Month • Properties / Restoration / Easements / Real Estate • Yturri-Edmunds Homestead • Capital Club <p>* - not an elected Board position</p>	<p>President does not have the authority to directly create standing or special committees. They must be approved by Executive Committee. RONR 12th ed. 50:13 d)</p> <p>Standing Committees must be changed by a change to the bylaws.</p>
	<p>SECTION 2 SPECIAL COMMITTEES. Special Committees shall be created by a motion, offered by the Board of Directors, Executive Committee or Membership. The President will appoint the Chairperson to serve, subject to the approval of the Executive Committee. The Chairperson will select the members of their committee.</p>	<p>A <i>special (ad hoc or select)</i> committee is created as needed, at the completion of its purpose, when it automatically ceases to exist. RONR 12th ed, 50:10</p>

<p>SECTION 2. COMMITTEE CHAIRMEN. All Committee Chairmen shall:</p> <p>A. Have been Active Resident Members for at least one year, prior to appointment by the President with the approval of the Executive Committee.</p> <p>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.</p> <p>C. Appoint the members of his/her committee subject to the approval of the President.</p> <p>D. Keep a record of all work of the committee and inform the President of all meetings.</p> <p>E. File a written report at or before the annual meeting of the Society.</p> <p>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.</p>	<p>SECTION 3. COMMITTEE CHAIRMEN. All Standing Committee Chairmen shall:</p> <p>A. Have been General Members for at least one year, prior to appointment by the President with the approval of the Executive Committee.</p> <p>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.</p> <p>C. Appoint the members of his/her committee.</p> <p>D. Keep a record of all work of the committee and inform the President of all meetings.</p> <p>E. File a written report at or before the annual meeting of the Society.</p> <p>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.</p>	<p>Limited to Standing Committees. Removed presidential approval of committee members.</p>
<p>SECTION 3. QUORUM AND RULES.</p> <p>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.</p> <p>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.</p>	<p>SECTION 4. QUORUM AND RULES.</p> <p>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.</p> <p>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.</p>	<p>No change</p>
<p>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</p>	<p>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</p>	<p>No change</p>

company. Those other persons who handle Society and Foundation funds may be bonded at the discretion of the Board of Directors.	surety company. Those other persons who handle Society and Foundation funds may be bonded at the discretion of the Board of Directors.	
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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 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.	No change
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ARTICLE XII: FISCAL YEAR The fiscal year shall be from July 1 to June 30.	ARTICLE XII: FISCAL YEAR The fiscal year shall be from July 1 to June 30.	No change
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	ARTICLE XIII: ELECTRONIC MEETINGS AND COMMUNICATIONS Section 1. Meetings. Membership meetings, Board of Directors, all commissions, committees, and subcommittees shall be authorized to meet through electronic means so long as all the members can simultaneously hear each other and participate during the meeting. Section 2. Communication. All communication required in these bylaws, including meeting notices, may be sent electronically, unless a member(s) indicate(s) otherwise to Society Headquarters they wish to receive the communications by USPS.	Clarified, simplified, applies across all bylaws concerning meetings and communications.
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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	ARTICLE XIV: 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	No change
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are applicable and in which they are not inconsistent with these bylaws and any special rules the Society may adopt.	are applicable and in which they are not inconsistent with these bylaws and any special rules the Society may adopt.	
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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: AMENDMENTS**SECTION 1. Amendment to Bylaws.**

These bylaws may be amended by a two-thirds affirmative vote of the General Members present and voting at any General Membership meeting provided that notice has been given for such an amendment at the previous General membership Meeting. A full text of such amendments shall be sent to the General Members at least ten days prior to the scheduled vote.

SECTION 2. Revision of Bylaws. These bylaws shall be revised only upon authorization by a majority vote at a General Membership meeting.

- A. Preparation of Revision. Preparing and presenting an authorized revision shall be the duty of the Bylaws committee.
- B. Notice of Proposed Revision. The proposed revision shall be sent to the General membership no later than 10 days prior to the vote.
- C. No Amendment to Existing Bylaws. If a revision is authorized, there shall be no other amendments proposed to the existing bylaws.

General members vote on the amendment or revision of the bylaws.

Clarified the actions and authority to create a revision of the bylaws.

Moved from Article II**ARTICLE XVI. IRS CODE 501 (c)(4)**

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

New Article number. No change in text, paragraph moved from Article II

	now exist or as they may hereafter be amended.	
	<p>ARTICLE XVII: INDEMINFICATION</p> <p>The Society shall indemnify and hold harmless any present or former member of the Board of Directors, officers, employees, members, or other volunteers of this Society against any losses imposed upon or reasonably incurred by such Indemnified Person in connection with any claim or lawsuit imposed by reason of said Indemnified Person having been a member of the Board of Directors, Officer, employee, members or other volunteers, to the full extent permitted by Chapter 8 of the TBOC, or the corresponding provision of any successor statute.</p>	New article
<p>ARTICLE XV: DISSOLUTION</p> <p>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.</p>	<p>ARTICLE XVIII: DISSOLUTION</p> <p>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.</p>	No change

Time at Which Bylaw Changes Take Effect

The revision of the bylaws take effect immediately, with the exceptions of the following provisos:

Article VII Board of Directors, Section 3 Composition of Board

The changes to the composition of the board will take effect with the new 2024 elections.

Article VII Board of Directors, Section 13 Quorum

The changes to the quorum of the board will take effect with the new 2024 elections.

Article VII Board of Directors, Section 14 Special Board Meetings

The changes to the number of required board members requesting a special meeting of the board will take effect with the new 2024 elections

Proposed Revision

Time at Which Bylaw Changes Take Effect

The revision of the bylaws take effect immediately, with the exceptions of the following provisos:

Article VII Board of Directors, Section 3 Composition of Board

The changes to the composition of the board will take effect with the new 2024 elections.

Article VII Board of Directors, Section 13 Quorum

The changes to the quorum of the board will take effect with the new 2024 elections.

Article VII Board of Directors, Section 14 Special Board Meetings

The changes to the number of required board members requesting a special meeting of the board will take effect with the new 2024 elections