

SAN ANTONIO CONSERVATION SOCIETY FOUNDATION BYLAWS

Conforming to the San Antonio Conservation Society By-Laws adopted by Membership on February 28, 2024.

ARTICLE I: NAME

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

ARTICLE II: OFFICES

The principal office of the Foundation in the State of Texas shall be located in the City of San Antonio, County of Bexar. The Foundation 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 Foundation shall take any action or carry on activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by 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 of the Foundation 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 Texas; 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

The Foundation shall be a 501(c)(3) organization and shall have no members.

ARTICLE V: OFFICERS

Section 1. The affairs of the Foundation shall be managed by its Board of Directors.

Section 2. The Board of Directors of the Foundation shall be the same as the Board of Directors of the San Antonio Conservation Society. The Foundation's Board of Directors shall follow the Bylaws of the San Antonio Conservation Society.

The **Officers** of the San Antonio Conservation Society Foundation shall be:

- A.** The Officers elected by the Active Members of the San Antonio Conservation Society 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.

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- 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 18 Directors elected by the Active members of the San Antonio Conservation Society.
- D.** Up to 2 Former Presidents of the San Antonio Conservation Society elected by the Board of Directors.

ARTICLE VII: AUTHORITY.

The Board of Directors shall have control of the affairs, funds, and properties of the Society and the 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 the Foundation.

The Board of Directors shall ensure that no action shall be taken by or on behalf of the Society and 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.

ARTICLE VIII: AUDITING AND BONDING

The books of the Treasurer and of such committees handling monies belonging to the Foundation shall be audited annually by a Certified Public Accountant. The Treasurer of the Society and the Foundation 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 IX: SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words "Texas Non-Profit Corporation".

ARTICLE X: 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 the Foundation. Financial contributions to the Foundation are tax-deductible to the extent allowed by current law.

ARTICLE XI: FISCAL YEAR

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

ARTICLE XII: PARLIAMENTARY AUTHORITY

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

ARTICLE XIII: AMENDMENTS

These Bylaws may be amended by a two-thirds affirmative vote of the Board of Directors present at any Regular Board Meeting or Special Board Meeting provided that notice has been given for

such an amendment at a previous Board of Directors Meeting. A full text of such amendments shall be distributed to the Board of Directors at least ten days prior to the day they shall be acted upon.

ARTICLE XIV: DISSOLUTION

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to the National Trust for Historic Preservation, Washington, D.C., so long as it is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or as an instrumentality of the United States. In the event the said National Trust for Historic Preservation shall be unable to accept, or shall refuse to accept, then all such assets be distributed exclusively to charitable, religious, scientific, literary, or education organization which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.