

# **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.

## **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 five membership classes:

- A. Active
- B. Associate
- C. Junior
- D. Business/Organization
- E. Honorary

**SECTION 1. ACTIVE MEMBERSHIP** Active Members shall have all of the privileges of the Society, including the right to vote.

- A. Eligibility.

To be eligible for Active Membership, a person must have a commitment to the education and advocacy for historic, cultural and natural preservation, pay the Society's membership dues.

Have been an Associate Member for at least one year and reside within the limits of the metropolitan area of San Antonio, such as being within Bexar and surrounding counties. After one-year, Associate members may apply for Active member status by submitting an application with current contact information and a demonstration of commitment to the purpose of the Society. Upon receipt of application and payment of any pending dues, the Associate member will become an Active member at the conclusion of the June General Membership meeting.

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.

**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. 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 4. 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 an Active 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.

**SECTION 5. 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.

**SECTION 6. DUES** Annual dues shall be payable no later than February 1<sup>st</sup> for the ensuing year. Dues shall be delinquent March 31<sup>st</sup>. Any member in arrears of annual dues after this time shall be dropped from membership. Dues notices shall be mailed before January 15<sup>th</sup>. Any changes in annual dues amounts shall be approved at a general membership meeting.

## **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) 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 Active members are President, five Vice-Presidents, Secretary and Treasurer. The elected officers shall serve on the Executive Committee.
- B.** The officers appointed by the President are Presidential Advisor, who shall be a former president, Parliamentarian, Chaplain, and NIOSA<sup>®</sup> Treasurer.

## **ARTICLE VII: BOARD OF DIRECTORS**

### **SECTION 1. BOARD ROLE**

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

### **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.

**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.

- A. The Officers elected by the Active Members are President, five Vice-Presidents, Secretary and Treasurer. The elected officers shall serve on the Executive Committee,
- B. The officers appointed by the President are Presidential Advisor, who shall be a former president, Parliamentarian, Chaplain, and NIOSA® Treasurer,
- C. At least fifteen (15) but not more than eighteen (18) elected Directors, elected by the Active Members,
- D. Up to two (2) former presidents shall be selected by the Board of Directors, and shall be assigned a committee chairmanship.
- E. The Board of Directors shall have the power to recall the President of the San Antonio Conservation Society. This power may be exercised at any regular or properly call Special Meeting of the Board of Directors. This will occur when it is proven the President has not obtained board approval of action taken which involves financial transaction or other Society business, which is not in the best interest of the Society. A recall motion must be adopted by at least two-thirds of the present and voting members.

#### **SECTION 4. ELIGIBILITY**

- A. Officers elected by the Active Members shall be Active 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 Active Members shall be Active Members for at least one year or a major portion thereof.
- C. Officers appointed by the president shall be Active Members for at least one year or a major portion thereof.

**SECTION 5. 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 are elected by plurality.

- 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 Active 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.

## 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) Active Members as nominees for Directors.
- a. The list of nominees shall be mailed and 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 have been informed of the duties of office.
  - 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.
- B. OFFICERS.** At the regular meeting of the Active Membership in May, the Nominating Committee shall present a list of one nominee for each office to be elected by the Active Membership.
- a. The list of nominees shall be mailed and sent via electronic mail to the Active Membership one week in advance of the May meeting.
  - b. Nominations from the floor may be made provided prior consent has been obtained and they have been informed of the duties of office.
  - c. Election shall be by ballot.
  - d. A majority of ballots cast by those present and voting shall elect.
  - e. In the event there is only one candidate per office nominated, the President may declare the candidate elected.

## SECTION 7. TERM OF OFFICE

- A. DIRECTORS.** Up to six of the eighteen 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 8. VACANCIES**

Vacancies in any elected office may be filled by the Board of Directors for the unexpired term in accordance with the following:

- 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. In the event there is only one candidate per office nominated, the President may declare the candidate elected.
- D. Consent to serve must be submitted by candidate. Vacancies in appointed offices may be filled by the President for the unexpired term.

**SECTION 9. COMPOSITON AND DUTIES OF OFFICERS** All officers are required to give a verbal and written report at all Board and General Membership meetings. Committee Chairmen shall report as needed.

**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. 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 prior 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 the Society and the Foundation bank accounts.
- 6. Appoint the chairmen of all committees not otherwise provided for, with the approval of the Executive Committee.
- 7. Be an ex-officio member of all committees except the Nominating Committee.
- 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.
- 9. Inform Officers and Directors of their dismissal from office.
- 10. Serve on the Audit Committee along with the Executive Director.

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.
12. President will have copies of logins and passwords of all online systems and society computer devices, stored in a secure manner.
13. 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 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.

**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. 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. Ensure Board and General Membership meeting minutes and committee reports are posted 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.

**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 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.

**J. The PRESIDENTIAL ADVISOR shall:**

1. 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 General Membership, 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 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.

**SECTION 10. COMPOSITION AND DUTIES OF THE BOARD OF DIRECTORS**

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.

- 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) consecutive missed meeting policy in provisions subsection B
- D. Accept chairmanship of a standing or special committee, which the President offers.

**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.

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 12. DUAL OFFICE**

No member of the Board of Directors shall hold more than one elective position simultaneously.

**SECTION 13. QUORUM**

Fifteen (15) voting members shall constitute a quorum of the Board of Directors to conduct all business.

- A. **REGULAR BOARD 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 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.

## 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 the meeting and include the subject matter. When the Board goes into Executive Session, non-board members must leave the meeting.

- 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 eight (8) of the voting members, provided at least five days prior notice of the meeting has been given and the purpose of the meeting is included in the notice.

## SECTION 15. BOARD COMPENSATION

Board of Directors shall receive no compensation other than reimbursement for reasonable and documented expenses.

# ARTICLE VIII: EXECUTIVE COMMITTEE

**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.

## SECTION 2. DUTIES

- 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.
- B. The Executive Committee shall approve all committee appointments made by the President.

# ARTICLE IX: COMMITTEES

## SECTION 1. STANDING COMMITTEES

The following are Standing Committees of the Society and Foundation to which the Chairpersons are filled by officers.

- Historic Structures, Objects, Places, Cultures & Customs (1<sup>st</sup> VP is chair)
- Missions, Parks-Plazas, Rivers-Waterways & All-Natural Beauty (2<sup>nd</sup> VP is chair)
- Development, Programs, Community Relations & Advocacy (3<sup>rd</sup> VP is chair)
- A Night in Old San Antonio® (NIOA®) (4<sup>th</sup> VP is chair)
- Finance Committee (Treasurer is chair)
- Budget Committee (5<sup>th</sup> VP is chair)
- Bylaws Committee (Parliamentarian is chair)

The following are Standing Committees of the Society to which the President will appoint the Chairpersons to serve, subject to the approval of the Executive Committee. The Chairpersons will select the members of their committee.

- Ethics and Protocol \*
- Grants - Building
- Historic Preservation Month
- Hospitality / Special Events
- Juniors
- Membership Development & Volunteering
- Parade Activities
- Personnel \*
- Programs
- Publications/Newsletter/Yearbook
- Strategic Planning and Implementation

The following are Standing Committees of the Foundation to which the President will appoint the Chairpersons to serve, subject to the approval of the Executive Committee. The Chairpersons will select the members of their committee.

- Awards – Historic Preservation / Publication
- Capital Club
- Grants - Educational
- Heritage Education Tours
- Historic Building Survey
- Historic Farm and Ranch
- Neighborhood Liaison
- Properties / Restoration / Easements / Real Estate
- Yturri-Edmunds Homestead Complex

\* - not an elected Board position

## **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.

## **SECTION 3. COMMITTEE CHAIRMEN**

All Standing Committee Chairmen shall:

- A. Have been Active 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 or until a successor is appointed. He/she may be appointed for a maximum of three consecutive terms.
- C. Appoint the members of his/her committee.
- 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.

#### **SECTION 4. 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**

Financial Records of the Society/Foundation shall be Audited, Reviewed or examined by Compilation annually or at the request of the Board of Directors by a Certified Public Accountant. All reports of the independent accountant shall be submitted to the Board of Directors for approval. The Budget and Finance Committee shall be authorized to manage the engagement. 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.

### **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: 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. COMMUNICATIONS**

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.

## **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 are applicable and in which they are not inconsistent with these bylaws and any special rules the Society may adopt.

## **ARTICLE XV: AMENDMENTS**

### **SECTION 1. AMENDMENT TO BYLAWS**

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 the previous General membership Meeting. A full text of such amendments shall be sent to the Active 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 Active 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.

## **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 now exist or as they may hereafter be amended.

## **ARTICLE XVII: INDEMNIFICATION**

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.

## **ARTICLE XVIII: 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.

The revision of the bylaws take effect immediately