

BY-LAWS
OF
BRAZOSPORT MUSEUM
OF
NATURAL SCIENCE, INCORPORATED

Original dated July 20, 1977
Amendments dated January 9, 1979
Amendments dated January 8, 1980
Amendments dated April 16, 1981
Amendments dated October 15, 1981
Amendments dated October 20, 1983
Amendments dated October 17, 1985
Amendments dated July 18, 1995
Amendments dated October 21, 2003

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OF
BRAZOSPORT MUSEUM OF NATURAL SCIENCE, INCORPORATED

ARTICLE I

MEETINGS OF MEMBERSHIP

1. PLACE: All meetings of the membership shall be held at 400 College Drive, City of Clute, Texas.
2. TIME OF THE ANNUAL MEETING: The annual meeting of the membership shall be held on or before the 15th day of January each year.
3. SPECIAL MEETINGS: Special meetings of the membership may be called by the President, the Board of Trustees, or not less than one-tenth (1/10th) of all members entitled to vote at a meeting so called. No question may be voted upon at a special meeting of the membership unless the notice of such meetings states that one of the purposes of such meeting will be to act upon such question.
4. NOTICE OF MEETINGS: Written notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his last known address.
5. QUORUM: The members present at a regularly scheduled meeting of the membership shall constitute a quorum for that meeting. A majority of the members voting at that meeting shall be the act of the membership, unless a vote of a greater number of members is required by law. For special called meetings, 10% of the voting membership shall constitute a quorum.
6. VOTING ON ANY QUESTION: Voting on any question may be by voice vote or show of hands unless the presiding officer shall order or any member shall demand that voting be by written ballot. Election of Trustees shall be by secret ballot.
7. VOTING: Members that are eighteen (18) years of age or older shall be entitled to vote at a meeting of the membership.
8. CLASSES OF MEMBERSHIP: The Board of Trustees may by resolution establish one or more classes of membership.
9. RULES OF PROCEDURE: To the extent applicable, ROBERTS RULES OF ORDER shall govern the conduct of and procedure of all meetings.

ARTICLE IITRUSTEES:

1. MANAGEMENT: The business and affairs of the Museum shall be managed by a Board of Trustees.
2. NUMBER: The number of Trustees of the Museum shall be twenty-four (24). The number of Trustees may be increased or decreased by amendment to these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Trustee. Total number of Trustees shall be an even number.
3. QUALIFICATION: In order to be a Trustee, a person must have attained the age of eighteen (18) years and be or immediately become a member of the Museum.
4. ELECTION: At each annual meeting, the voting membership shall elect Trustees by secret ballot.
5. TERM OF OFFICE: Unless removed in accordance with these By-Laws, each Trustee shall hold office for two (2) years and until his successor shall have been elected and qualified. When the number of Trustees is increased, the term of those filling the new positions shall be determined by lot with one-half of those elected serving a one (1) year term and one-half serving a two (2) year term.
6. REMOVAL: Any Trustee may be removed from his position as Trustee either with or without cause at any special meeting of the membership if notice of intention to act upon the question or removing such Trustee shall have been stated as one of the purposes for the calling of such meeting.
7. VACANCY: A particular trusteeship shall be considered to be vacant upon the happening of any of the following events:
Death of the person holding such trusteeship.
Resignation of the person holding such trusteeship.
Refusal of the person elected to a trusteeship to manifest his assent to serve.
Removal of a Trustee at a special membership meeting as provided in these By-Laws.
8. FILLING A VACANCY: Any vacancy occurring in the Board of Trustees shall be filled at the next meeting of the Board of Trustees, following the occurrence of such vacancy. Such vacancy shall be filled by the affirmative vote of the Trustees present and voting though less than a quorum. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in such Trusteeship.
9. ELECTION OF A NEW TRUSTEE: In the event of the creation of additional trusteeships by amendment of these By-Laws, then any trusteeship to be filled by reason of such increase in the number of Trustees shall be filled by election at an annual meeting of the membership or a special meeting of the Museum called for that purpose.
10. QUORUM: A majority of the number of Trustees shall constitute a quorum for the transaction of business. The act of the majority of the Trustees present and voting at a meeting, at which a quorum is present, shall be the act of the Board of Trustees unless otherwise specifically required by law or these By-Laws.

11. REGULAR MEETING: A regular meeting of the Board of Trustees shall be held without other notice than this By-Law immediately after and at the same place as the annual meeting of the membership. The Board of Trustees may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.
12. SPECIAL MEETINGS: Special meetings of the Board of Trustees may be called by or at the request of the President or any two (2) Trustees. Notice of such call of and purpose of a special meeting shall be in writing and delivered to each of the Trustees not later than during the fifth day immediately preceding the day for which such meeting is called. Notice of any special meeting may be waived in writing, signed by the person or persons entitled to such notice; but not later than the time specified in such notice for the holding of such special meeting. Attendance of a Trustee at a special meeting shall constitute a waiver of notice of such special meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business, or in the case a meeting is not lawfully called or convened.
13. NO STATEMENT OF PURPOSE OF A REGULAR MEETING OF THE TRUSTEES IS REQUIRED: Neither the business proposed to be transacted, nor the purpose of any regular meeting of the Board of Trustees need be specified in the notice of a regular meeting.
14. EXECUTIVE BOARD: The Board of Trustees shall designate an Executive Board, which shall have and may exercise all of the authority of the Board of Trustees in the business and affairs of the corporation except where action of the Board of Trustees is specified by law, but the designation of such Board and the delegation thereto of authority shall not operate to relieve the membership, or any member thereof, of any responsibility imposed upon it by law. The Executive Board shall keep regular minutes of these proceedings and report the same to the Board of Trustees. The Executive Board shall be the officers of the Museum.

ARTICLE III

OFFICERS:

1. OFFICERS OF THE MUSEUM: The officers of the Museum shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer, and such Assistant Treasurers, Assistant Secretaries or other officers as may be elected by the Board of Trustees. The Executive Board shall be the officers of the Museum. Any two (2) or more offices may be held by the same person, except the President and Secretary shall not be the same person.
2. ELECTION AND TERM OF OFFICE: The officers of the Museum shall be elected annually by and from the Board of Trustees. Elections shall be held at the first meeting of the Board of Trustees held after each annual meeting of the membership or as soon thereafter as convenient. Officers may be elected by secret ballot and shall be or immediately become members of the Museum. Vacancies may be filled or new offices filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor has been duly elected and qualified or until his death or until he resigns or is removed in the manner herein provided.

3. REMOVAL: Any member of the Executive Board elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, the best interest of the Museum would be served by removal of the member.
4. VACANCIES: A vacancy in any office because of death, resignation, or removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of term.
5. PRESIDENT: The President shall be principal executive officer of the Museum. He shall preside at all meetings of the membership and of the Board of Trustees. He shall sign with the Secretary, or Assistant Secretary, all legal instruments or other instruments which the Board of Trustees has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the Museum, or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of President as may be prescribed by the Board of Trustees.
6. VICE-PRESIDENT: In the absence of the President or in the event of his inability or refusal to act, the Vice-Presidents in order of their election shall perform the duties of the President and when so acting, shall have all of the powers and be subject to all the restrictions upon the President. Any Vice-President shall perform duties assigned by the President or the Board of Trustees.
7. TREASURER: The Treasurer shall have charge and custody and be responsible for all funds and securities of the Museum, receive and give receipts for money due and payable to the Museum from any source whatsoever; and deposit all such monies in the name of the Museum in such banks, trust companies, or other depositories that shall be selected by the Board of Trustees. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties assigned by the President or the Board of Trustees.
8. SECRETARY: The Secretary shall keep the minutes of all official meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provision of these By-Laws or as required by Law, be custodian of the corporate records, keep a register of the post office address of each member, sign with the President all legal instruments, and in general, perform all duties incident to the office of Secretary and such other duties assigned by the President or by the Board of Trustees.
9. ASSISTANT TREASURERS and ASSISTANT SECRETARIES: The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or by the Board of Trustees.

ARTICLE IV

COMMITTEES:

1. STANDING COMMITTEES: The Standing Committees of the museum shall be formed by the Executive Board as needed. Duties of committees will be found in the Policy and Procedures.
2. CHAIRMAN AND MEMBERS: The Chairman of each Standing Committee shall be appointed by the President. The committee chairman is responsible for staffing his committee.
3. NOMINATING: The Board of Trustees at each annual meeting shall elect five (5) persons from the membership of the Museum to serve as a Nominating Committee for the following year. The Committee shall present its nominees for trusteeships at the annual meeting of the membership.
4. COMMITTEES: Committees may be formed by the Executive Board as needed.

ARTICLE V

STAFF:

1. STAFF: The Board of Trustees may staff a position for the purpose of day to day management of the museum. Staff will report to the Executive Board.

ARTICLE VI

The assets of the corporation are received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, education or similar purposes, and are not held upon a condition requiring return, transfer of conveyance by reason of the dissolution of the corporation and upon dissolution, if any, no assets are to be transferred or conveyed unto the membership.

ARTICLE VII

AMENDMENTS OF BY-LAWS: These By-Laws may be amended by the Board of Trustees at any meeting of the Board of Trustees or, if notice of the proposal to amend these By-Laws and the respect in which so proposed is given in any call of a special meeting of the Board of Trustees, at such special meeting. Any member may submit recommendations for amendments to these By-Laws to the By-Laws Committee.

ARTICLE VIII

The adoption of these By-Laws shall repeal all Constitutions and By-Laws previously adopted by the Brazosport Museum of Natural Science, Incorporated.

ADOPTED this the 20th day of JULY A.D., 1977.

Mildred Tate (originally signed)
PRESIDENT

Article I, Section 6 – Amended January 9, 1979
Article II, Section 3 – Amended January 9, 1979
Article III, Section 2 – Amended January 9, 1979

Article I, Section 3 – Amended January 8, 1980
Article II, Section 11 – Amended January 8, 1980
Article III, Section 3 – Amended January 8, 1980
Article III, Section 7 – Amended January 8, 1980
Article IV, Section 2 – Amended January 8, 1980
Article IV, Section 3 – Amended January 8, 1980
Article V, Section 1,2,3,4 – Amended January 8, 1980

NOTE: All above amendments are incorporated in these By-Laws on this the 4th Day of March 1980.

Dorothy M. Torrence (originally signed)
Dorothy M. Torrence, Secretary - 1980

Article II, Section 2 – Amended April 16, 1981
Article II, Section 5 – Amended April 16, 1981

NOTE: The above amendments are incorporated in these By-Laws on this the 30th Day of April 1981.

Freida White (originally signed)
Freida White, Secretary - 1981

Article II, Section 5 – Amended October 5, 1981

NOTE: The above amendment is incorporated in these By-Laws on this the 3rd Day of November 1981.

Freida White (originally signed)
Freida White, Secretary - 1981

Article I, Section 5 – Amended October 20, 1983
Article II, Section 10 – Amended October 20, 1983

NOTE: The above amendments are incorporated in these By-Laws on this the 11th Day of November 1983.

Freida White (originally signed)
Freida White, Secretary - 1983

Article I, Section 5 – Amended October 17, 1985

NOTE: The above amendment is incorporated in these By-Laws on this the 6th Day of November 1985.

Freida White (originally signed)
Freida White, Secretary - 1985

Article I, Section 5 – Amended July 18, 1995

NOTE: The above amendment is incorporated in these By-Laws on this the 2nd Day of November 1995.

Freida White (originally signed)
Freida White, Secretary - 1995

Article I, Sections 2,4,7 – Amended October 21, 2003

Article II, Section 2,4,8,9 – Amended October 21, 2003

Article II, Section 11 – Removed October 21, 2003

Article II, Section 11-13 – renumbered from Section 12-14 – Amended October 21, 2003

Article II, Section 13 - Amended October 21, 2003

Article II, Section 14 – Added October 21, 2003

Article III, Section 1,2,3,5,6,7,8,9 – Amended October 21, 2003

Article IV, Section 1,2 – Amended October 21, 2003

Article IV, Section 4 – Added October 21, 2003

Article V – Title - Amended October 21, 2003

Article V, Section 1 – Amended October 21, 2003

Article V, Section 2,3,4,5 – Removed October 21, 2003

Article VI - Removed October 21, 2003

Article VI, Section 1,2 - Removed October 21, 2003

Article VI – VIII – renumbered from Article VII – IX – Amended October 21,2003

NOTE: The above amendments are incorporated in these By-Laws on this the 22nd Day of November 2003.

Freida White (originally signed)
Freida White, Secretary – 2003