

**AMENDED AND RESTATED BYLAWS** (approved 5-14-2009)  
**BELLAIRE HISTORICAL SOCIETY**

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# **Amended and Restated Bylaws of the Bellaire Historical Society**

Adopted May 14, 2009

## **ARTICLE I – Name**

This organization is known as the Bellaire Historical Society pursuant to its Articles of incorporation and Certificate of Incorporation issued by the Secretary of State of the State of Texas on November 5, 1974 (Charter # 351452) and hereinafter referred to as “the Society.”

## **ARTICLE II – Purposes**

The Society was organized in 1974 for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, to promote the common good and general welfare of the people of Bellaire, Texas. Among other things, the Society strives to educate, preserve, maintain, restore and display historically significant landmarks, natural areas, documents, artifacts, and records pertaining to the Bellaire community. Such purposes will be carried out for the general benefit of the public as a whole and not for the special benefit of any individual, private entity or group. The Society will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as then in effect.

## **ARTICLE III – Membership, Dues and Voting Qualifications**

**Section 1. Eligibility for Membership.** Any adult person who is a resident of the State of Texas and any firm or corporation having a business office in the State of Texas shall be eligible to become a member of the Society.

**Section 2. Classes of Members.** The classes of members shall be:

- (a) Student;
- (b) Individual;
- (c) Couple;
- (d) Business; and
- (e) Life.

**Section 3. Dues.** The annual dues for the members shall be established from time to time by the Board of Directors for each class of membership subject to the approval of the membership.

**Section 4. Voting Qualifications.** Upon application to the Board of Directors and payment of the required dues within a Fiscal Year, such applicant shall become a qualified member entitled to vote. Thereafter, within each subsequent Fiscal Year, upon confirmation of name, address, contact information and payment of annual dues, such persons shall be requalified as a member entitled to vote.

**Section 5. Right to Vote; Cumulative Voting Not Allowed.** A member entitled to vote at an election of directors is entitled to vote, in person, for as many persons as there are directors to be elected. Cumulative voting is not allowed.

## ARTICLE IV – Membership Meetings

### Section 1. Regular Meetings.

- (a) The Society shall hold at least four (4) Regular Meetings of its members each year, including an Annual Meeting in May.
- (b) Such meetings are open to interested visitors.
- (c) One half of the Directors shall be elected at each Annual Meeting, so that the Board may initiate a budget for the next fiscal year.

**Section 2. Special Meetings.** A special meeting of the members of the Society may be called by:

- (a) the President;
- (b) a majority of the Board of Directors; or
- (c) members having not less than one-tenth of the votes entitled to be cast at the meeting.

**Section 3. Notice.** The Society shall provide written notice of the place, date, and time of a meeting of its members and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting. Notice may be delivered personally, transmitted by United States Postal Service, facsimile, or to an e-mail address designated by the recipient.

### Section 4. Membership List

- (a) Content. After setting a record date for the notice of a Regular meeting, the Society shall provide a current alphabetical list of the names of all its voting members together with the latest date of payment of dues at each subsequent meeting. The list must identify:
  - (1) the members who are entitled to notice and the members who are not entitled to notice of the meeting;
  - (2) the address of each voting member; and
  - (3) a supplemental nonmember list may be maintained.
- (b) Availability. Not later than the second business day after the date notice is given of a meeting for which a list was prepared in accordance with Subsection (a), and continuing through the meeting, the list of voting members shall be available at the city hall, public library or other reasonable place in the City Bellaire, as identified in the notice of the meeting, for inspection by members entitled to vote at the meeting for the purpose of communication with other members concerning the meeting.
- (c) Request for List. A voting member or voting member's agent or attorney is entitled on written request to inspect and copy, at the member's expense, the list at a reasonable time during the period the list is available for inspection.
- (d) Right to Inspect. The list of voting members shall also be available at the meeting. A voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or an adjournment of the meeting.

**Section 5. Quorum Required for Society Meetings** One-tenth of the votes entitled to be cast, in person constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present is the act of the members' meeting, unless the vote of a greater number is required by law or the Society's certificate of formation or bylaws.

## **ARTICLE V – Board of Directors**

### **Section 1. Number, Term and Election.**

- (a) The Board of Directors shall consist of eight (8) members of the Society elected, as provided below, and shall serve for a staggered terms of two (2) years.
- (b) Four (4) of the eight (8) Directors shall be elected in odd-numbered years and the other four Directors shall be elected in even-numbered years at the Annual Meeting.
- (c) In addition, the Director of the Bellaire Library and the Past President of the Society shall be named Ex Officio members, without vote, of the Board.
- (d) Nominees for elective Board offices shall be submitted by the Nominating Committee and approved by the Board of Directors twenty (20) days prior to the Annual Meeting; and
- (e) The nominees, plus any nominations from the floor, shall be elected by majority vote of the Membership at the Annual Meeting..

**Section 2. Election by Members.** Election shall be by head count or verbal ballot, unless otherwise directed by a majority of the members present. Every member entitled to vote at such election shall have the right to vote in person for as many persons as there are directors to be elected. Cumulative voting is not permitted.

### **Section 3. Regular meetings**

- (a) Regular meetings of the Board shall be called at least quarterly at the discretion of the President or upon request of five (5) or more members of the Board.
- (b) Three (3) days' notice of the time and place of any special meeting shall be given to each Director.

**Section 4. Interim vacancies** on the Board of Directors may be filled by majority vote of the remaining Board members. A director appointed or elected to fill a vacancy shall be elected for the unexpired term of this predecessor in office.

**Section 5. The responsibilities and duties of the Board of Directors** in the management and direction of the Society shall consist of those necessary to fulfill and carry out the purposes of the Society as set out in the Articles of Incorporation. The Board shall, when and if deemed necessary and advisable, maintain in its employ and under its supervision a full or part-time resident managerial director of the Society and such other employees as it may deem necessary and advisable.

### **Section 6. Directors**

- (a) Directors shall serve without compensation.
- (b) Any director may be removed at any time with or without cause upon the affirmative vote of two-thirds (2/3) of the full Board of Directors.

**Section 7. Liability of Directors.** A director is not liable to the Society or its members for monetary damages for an act of omission in the director's capacity as a director, except for a breach of a duty of loyalty to the Society or its members; an act or omission not in good faith or that involves intentional misconduct, a knowing violation of the law; a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office or an act of omission for which liability of a director is expressly provided for by statute; or an act related to an unlawful payment of a dividend

## **ARTICLE VI – Officers of the Society**

### **Section 1. Number, Term and Election**

- (a) The officers of the Society shall consist of:
  - (1) President;
  - (2) First Vice-President;
  - (3) Second Vice-President;
  - (4) Secretary; and
  - (5) Treasurer
- (b) Term. The terms of office shall be one year.
- (c) Names of Nominees for Officers shall be submitted by the Board to the membership at each Annual Meeting. Nominations may be made from the floor. New officers shall be elected by a majority of the members present and voting.

### **Section 2. Duties of Officers**

- 1. President:
  - (a) preside at all meetings of the Board and the Society;
  - (b) with the advice and consent of the Board of Directors, direct and supervise the proper operations of the Society;
  - (c) serve as an ex-officio advisory member of all committees;
  - (d) appoint the Parliamentarian and the Chairmen of all standing committees; and
  - (e) serve as the official spokesperson for the Society.
- 2. First Vice President:
  - (a) assist the President in all undertakings of the Society;
  - (b) in the absence of the President, perform the duties and functions of that office;
  - (c) serve as Chairman of the Finance Committee.
- 3. Second Vice President:
  - (a) serve as Program Chairman
  - (b) in the absence of the President and First Vice Present, shall perform the duties and functions of those offices.
- 4. Secretary:
  - (a) notify the Board of Directors and membership of all approaching meetings;
  - (b) prepare and keep minutes of all meetings of the Society membership and Board of Directors; and
  - (c) handle all correspondence as the Board of Directors may prescribe

5. **Treasurer:**

- (a) Act as custodian of all funds of the Society, including those of all subordinate entities;
- (b) make disbursements directed and approved by the Board of Directors;
- (c) at the discretion of the Board of Directors, no check over the amount of \$500. Shall be issued unless signed by any two of the five (5) officers of the Society designated for that purpose by the Board of Directors;
- (d) at the request of the Board, shall execute a fidelity bond, as principal, with a corporation authorized to do business in Texas as a surety, in such amount and in such form as determined by the Board of Directors may from time to time determine as a condition to holding such office. The premium for such bond is to be paid by the Society;
- (e) assist the Finance Committee in the preparation of an annual budget and
- (f) maintain a list of all paid members, to be provided to the Board of Directors and Chairmen of Committees.

**ARTICLE VII – Parliamentarian and Standing Committees**

**Section 1. Parliamentarian:** shall be selected by the President to advise on correct parliamentary procedure when requested; the latest edition of Robert’s Rules of Order Newly Revised shall govern.

**Section 2. Standing Committees:** There shall be three Standing Committees named below whose Chairmen shall be appointed by the President, with the consent of the Board of Directors, each to serve a term of one year. The Chairmen of such committees shall appoint members of their respective committees, as needed, from among the members of the Society without necessity of their confirmation by the Board.

(a) **Chairman of Research Committee:**

- (1) shall conduct all research authorized by the Board of Directors;
- (2) serve as archivist for the Society;
- (3) assist in the gathering and preservation of historical artifacts, photographs and documents; and
- (4) be responsible for the custody of the historical archives of the Society.

(b) **Chairman of Membership Committee:**

- (1) supervise all business pertaining to membership in the Society, including the recruitment campaign of prospective members; and
- (2) coordinate with the Treasurer to maintain current membership records.

(c) **Chairman of Finance Committee: First Vice-President** shall supervise the functions of such committee, which shall consist of the Treasurer and the Board of Directors, in the discharge of its responsibility for all financial matters pertaining to the Society, including but not limited to:

- (1) preparation of the annual budget, to be approved by the Board;
- (2) approval of all non-budgetary requests for expenditure, subject to Board approval;
- (3) investment of funds;
- (4) conduct the annual audit, possibly including an outside accountant.

- (5) review and approve the annual audit; and
- (6) report not less frequently than quarterly to the Board of Directors regarding all financial matters of the Society.

### **ARTICLE VIII – Nominating Committee**

- (a) A Nominating Committee, composed of a chairman and two (2) or more other members of the Society, no one of whom shall be eligible to serve in such capacity more than two (2) consecutive years, shall be appointed each year by the President, with consent of the Board of Directors, no later than at its March meeting each year;
- (b) the Nominating Committee shall annually select four (4) nominees to serve as Directors of the Society;
- (c) the recommended nominees for elective Directors shall be submitted to and approved by the Board no less than twenty (20) days prior to the Annual Meeting;
- (d) the Nominating Committee shall present the Director nominees at the Annual Meeting for consideration by the members;
- (e) members of the Society may submit additional nominees from the floor; and
- (f) members shall elect four (4) nominees by majority vote to serve as Directors.

### **ARTICLE IX – Ad Hoc (Other) Committees**

- (a) Except as herein provided, the President of the Society may charge and appoint committee chairmen, subject to ratification by the Board of Directors, of all Ad Hoc committees of the Society as deemed necessary to carry out the purposes of the Society.
- (b) Each such committee shall maintain a record of its activities and file a written report with the Secretary, as required; and
- (c) Upon completion of its charge such committees shall automatically end its tenure.

### **ARTICLE X – Fiscal Year, Accounting and Audit**

**Section 1. Fiscal Year.** The fiscal year of the Society and all its subordinates and included entities shall be June 1 to May 31.

**Section 2. Accounting.** The preparation of the budget for the next fiscal year shall begin no later than January of each year for approval by the Board.

**Section 3. Audit.** The Finance Committee, including a possible outside accountant, shall audit the books of account for each fiscal year and report the results of the audit to the Board within sixty (60) days after the end of the fiscal year.

### **ARTICLE XI – Quorums**

**Section 1. Society.** One tenth (1/10) of the members entitled to vote shall constitute a quorum of the Society membership.

**Section 2. Board of Directors.** A majority of the members of the Board shall constitute a quorum of the Board of Directors.

## **ARTICLE XII – Supermajority Vote Required**

- (a) The vote required for approval of a “fundamental action” is:
- (1) at least two-thirds of the votes that members present in person or by proxy are entitled to cast at the meeting at which the action is submitted for a vote, if the corporation has members with voting rights; or
  - (2) the affirmative vote of the majority of the directors in office, if the corporation has no members or has no members with voting rights.
- (b) In this section, "fundamental action" means:
- (1) an amendment of the Society’s certificate of formation, including an amendment required for the cancellation of an event requiring winding up of the Society;
  - (2) a voluntary winding up of the Society;
  - (3) a revocation of a voluntary decision to wind up the Society;
  - (4) a cancellation of an event requiring winding up under Texas law;
  - (5) a reinstatement of the Society;
  - (6) a plan for the distribution of the Society’s assets upon winding up;
  - (7) a plan of merger between the Society and another legal entity;
  - (8) a sale of all or substantially all of the assets of the Society;
  - (9) a plan to convert the Society into another form of legal entity; or
  - (10) a plan to exchange membership interests with another legal entity.

## **ARTICLE XIII – Disposition of Assets Upon Dissolution**

After all liabilities and obligations of the Society have been paid, satisfied, and discharged, or adequate funds have been set aside for that purpose, the Society’s remaining assets, if any, shall be applied and distributed as follows:

- (1) property held by the Society on the condition that it be returned or transferred to other purposes if the Society dissolves shall be returned or transferred in accordance with that requirement; and
- (2) the remaining property of the Society shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code, or described by Section 170(c)(1) or (2) of the Internal Revenue Code, under a plan of distribution adopted in accordance with the Texas Nonprofit Corporation Law.

## **ARTICLE XIV – Amendment of Bylaws**

These Bylaws may be altered, amended or repealed by a majority vote of the Society present at any meeting called for such purpose, a quorum being present, provided that an announcement of the amendments shall be made at the preceding meeting of the Society. Notice of the meeting at which the amendments shall be voted on shall be posted in the Bellaire Library and/or Bellaire City Hall for members’ use; and provided that such notice shall inform members that copies of the proposed changes will be available in the Library at least ten (10) days in advance of the meeting at which the same is to be submitted. The power to amend the Bylaws may be delegated

by the members to the Board of Directors. Notice of said meeting shall be at least twenty (20) days preceding the meeting at which the Bylaws amendments are to be voted.

#### HISTORY OF ADOPTION, AMENDMENT, OR RESTATEMENT OF BYLAWS

Adopted November 1974; Amended in December, 1986; September 1988; May 1991; November 1991; April 1996 and Amended and Restated in May 14, 2009.

**ADDENDUM TO THE BYLAWS:**  
*Adopted Policy of the Board of Directors*

**PROHIBITED ACTIVITIES; CONFLICTS OF INTEREST:**

*Section 1. Earnings. No part of the net earnings of the Society will inure to the benefit of, or be distributable to, any member, director, or officer of the Society, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society in furtherance of its purposes). No member, director, or officer of the Society, or any private individual, will be entitled to share in the distribution of any of the corporate assets upon dissolution of the Society (other than for the repayment of debts lawfully incurred).*

*Section 2. Influencing Legislation Prohibited. No substantial part of the activities of the Society will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society will not participate in or intervene in (including the publication or distributions of statements) any political campaign on behalf of any candidate for public office.*

*Section 3. The Society will at all times adhere to the following policy on conflicts of interest:*

*(a) The purpose of the conflict of interest policy is to protect the interests of the Society when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society or might result in a possible “excess benefit” transaction as defined by the Internal Revenue Code regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.*

*(b) Definitions.*

*1. An Interested Person is any director, principal officer, or member of a committee with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below.*

*2. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:*

*(A) an ownership or investment interest in any entity with which the Society has a transaction or arrangement;*

*(B) a compensation arrangement with the Society or with an entity or individual with which the Society has a transaction or arrangement, or*

*(C) a potential ownership or investment interest in, or a compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.*

*3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.*

*A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or committee decides that a conflict of interest exists.*

*(c) Procedures.*

*1. Disclosure. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the Board or committee that is considering the proposed transaction or arrangement.*

*2. Determination of Conflict of Interest. After disclosure of the financial interest and all material facts, and after the Board has had the opportunity to question and seek further information from the interested person, the interested person shall leave the Board or committee meeting while the*

**determination of a conflict of interest is discussed and voted upon.** *The remaining board or committee members shall decide if a conflict of interest exists.*

3. **An interested person** may make a presentation at the Board or committee meeting concerning the transaction or arrangement, but after the presentation, he/she shall leave the meeting during the **discussion of, and the vote on, the transaction or arrangement** involving the possible conflict of interest.

4. **Investigation of Alternatives by Disinterested Person.** *The chairman of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.*

5. **Determination.** *After exercising due diligence, the Board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement without conflict of interest is not reasonably possible, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.*

(d) **Violations of the Conflicts of Interest Policy.** *If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose as actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.*

(e) **Minutes.** *The minutes of the Board and all committees with delegated powers shall contain:*

1. **Findings.** *The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.*

2. **The names of the persons who were present for discussion and votes** relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with proceedings.

(f) **Compensation.** *A voting member of the Board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.*

(g) **Annual Statements.** *Each director, principal officer and member of a committee with delegated powers shall annually sign a statement which affirms such person:*

1. *Has received a copy of the conflicts of interest policy,*
2. *Has read and understands the policy,*
3. *Has agreed to comply with the policy, and*
4. *Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.*

*(h) Periodic Reviews. To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:*

*1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and*

*2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.*

*(i) Use of Outside Experts. When conducting the periodic reviews as provided for above, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.*