

Proposed By-Laws Revisions
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concerning this proposed revision of the By-laws.

**LOS BEXAREÑOS GENEALOGICAL
AND HISTORICAL SOCIETY
BY-LAWS**

ARTICLE I – NAME

The name of this Organization shall be Los Bexareños Genealogical and Historical Society.

ARTICLE II – PURPOSE

The purpose of this organization, incorporated by the State of Texas under the Texas Non-Profit Corporation Act and exempt under Section 501(c)(3) of the Internal Revenue Code, shall be to promote the study of Hispanic history and genealogy.

ARTICLE III - OBJECTIVES AND ACTIVITIES

The Mission of Los Bexareños is to promote awareness of Hispanic genealogy and history through publications, public forums, research, consultations, education, and to promote the preservation of archival material for public research.

ARTICLE IV – RESTRICTIONS

Section 1. No member shall receive any financial gain or compensation from the Society except as authorized for reimbursement, services provided, or advances to promote the mission of the Society.

Section 2. The Society or its members, as representatives of the Society, shall not attempt to influence legislation or support any political campaign.

ARTICLE V – MEMBERSHIP

Section 1. Any individual or institution willing to promote the mission and objectives of the Society, upon application and payment of the prescribed dues, may be eligible for membership, subject to such limitations as the Society may impose.

Section 2. Memberships shall be classified as follows:

A. Individual Membership - Any individual who submits an application form for the current year and pays dues for the current year shall be considered a member in good standing.

B. Joint Membership - Two (2) or more individuals living in the same household who submit an application form for the current year and pay their dues for the current year shall be considered members in good standing. They shall have all the rights of an individual membership, except that each household will receive one (1) copy of the "Los Bexareños Genealogical Register".

C. Student Membership - Any student who submits an application form for the current year and pays dues for the current year shall be considered a member in good standing. Students must be enrolled in a credited school during the year they become members in good standing.

D. Charter Membership - The title "Charter Member" shall be bestowed on individuals who were members in good standing within the first year of the founding of the Society.

E. Life Membership - The title "Life Member" may be bestowed on an individual who has served the Society in an extraordinary capacity, upon the recommendation of the Board of Directors and the Executive Board and a two-thirds (2/3) vote at a regular membership meeting. A Life Member shall not be required to pay dues. A Life Member shall receive a copy of the "Los Bexareños Genealogical Register" each year.

F. Group Membership - An institution or organization that submits an application form for the current year and pays dues for the current year shall be considered a member in good standing. Representatives of a Group Membership may attend meetings and voice their opinions; however, they shall not have the right to vote, nor shall have the right to hold an elected office.

ARTICLE VI - DUES AND FUNDING

Section 1. Dues - Membership dues, which are determined by the Board of Directors and are approved by a two-thirds (2/3) vote at a regular membership meeting, are payable on January 1st of each year. The dues of the second (2nd) or more members of a "Joint Membership" shall be fifty percent (50%) that of the initial "Individual Membership," as determined by the Board of Directors and approved by the membership.

Section 2. Funding - Funding for the Society shall be from collection of dues, solicitation of donations, fundraising, sale of publications, and grants.

ARTICLE VII – OFFICERS

Section 1. Officers - The Executive Officers of the Society shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. Tenure of Office - Officers shall be elected every 2 years to serve a one (1) two year term. No officer may serve more than two consecutive terms in the same office. No officer shall hold two offices concurrently.

~~Section 3. Vacancies in elected officers shall be appointed by the President for the unexpired term with the exception of the presidency which shall be filled by the Vice President.~~ See Article XV Section 6.

ARTICLE VIII - DUTIES OF OFFICERS

Section 1. President - The President shall be the principal executive officer of the Society and will preside at all meetings of the Society. The President shall appoint committees and serve as an ex-officio member of all committees. The President shall co-sign all organization checks with the Treasurer, as authorized. The President shall sign contracts or legal binding instruments, as authorized.

Section 2. Vice-President - The Vice-President shall be responsible for program presentations at monthly meetings and special events. The Vice-President shall preside at meetings in the absence of the President. The Vice-President shall assume the office of President when the President is unable to fulfill such duties.

Section 3. Secretary - The Secretary shall record the minutes of all proceedings of the Society. The Secretary shall conduct the general correspondence and maintain the corporate record book. ~~The Secretary shall maintain a roster of the organization's members, and notify members of all meetings.~~ The Secretary of the Society shall be responsible for cards and/or flowers sent on behalf of the Society.

Section 4. Treasurer - The Treasurer shall collect and receive all funds due the Society and said funds shall be deposited with the Society's authorized financial institution/s. The Treasurer shall maintain money accounts and accurate financial records. The Treasurer shall co-sign the Society's checks along with the President, as authorized. The Treasurer shall be the custodian of the Society's checkbook/s, financial records, and contracts. ~~The Treasurer shall send membership dues statements at the beginning of each fiscal year.~~ The Treasurer shall submit a financial report, at all monthly meetings, prepare an annual financial report at the end of the fiscal year for internal audit, and file required tax reports and forms. The Treasurer shall insure proper accountability of funds from committees provided funds. The Treasurer shall issue a receipt for each cash transaction. Expenditure reimbursements shall be accompanied by receipts.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Number of Directors - The Board of Directors shall consist of five (5) Directors.

Section 2. The term of Directors - The term of Directors shall be staggered with three Directors elected on odd numbered calendar years and two Directors elected on even numbered calendar years. Directors shall be nominated from the floor. Election and installation of Directors will coincide with the election and installation of Officers. ~~Directors are elected for 2 years.~~

Section 3. Authority - The Board of Directors shall provide leadership and direction to the Society through policy formulation, fundraising, oversight of the financial stability of the organization, and adherence to these by-laws. Policy decisions of the Board of Directors must be ratified by the membership in accordance with the Quorum stipulation in Article XIII of these by-laws. The Board in addition shall insure an internal audit is completed at the end of each fiscal year with all proper tax forms completed. Board members will select a sitting Board Member to install newly elected Society officers and Board members.

Section 4. Officers - The Board of Directors shall elect annually a Chairman and Secretary of the Board.

Section 5. Ex-officio - The president of the Society shall serve as an ex-officio, non-voting member of the Board.

Section 6. Meetings - The Board of Directors shall meet at its discretion but not less than once a year.

ARTICLE X. APPOINTED OFFICES

The following offices shall be appointed yearly by the President:

Section 1. Parliamentarian - The Parliamentarian shall advise the President and members, upon request, as to the content, meaning, and practice of the organization's by-laws and parliamentary procedures in accordance with Robert's Rules of Order.

Section 2. Historian - The Historian shall document the events of the Society through photographs, collection of printed materials and articles involving this Society and its members.

ARTICLE XI - STANDING AND AD HOC COMMITTEES

The following committees shall be standing committees headed by a chairperson appointed annually by the President. **The President may appoint Ad Hoc committees for special or specific purposes with the term of office stated in the appointment.**

A. Membership Committee - The Membership Committee shall record attendance of members and guests. The committee shall encourage new membership, make membership applications available, encourage timely renewal of membership, maintain current list of members with contact information, and make available to other committees such list and mailing labels as needed.

~~**B. Budget Committee** - The Budget Committee shall prepare an annual budget to be presented at the March monthly meeting after obtaining anticipated income and expenditures from officers and standing committees.~~

B. Publications Committee - The committee shall be responsible for printing and distribution of the Register, review proposed publications, obtain printing bids, prepare master copy for printing, insure publications are printed, recruit members and others to extract data and input information for publication, and distribute copies of the Register.

C. Book Sales Committee - The committee shall be responsible for maintaining an inventory of books and materials for sale by the Society, advertising items for sale, and making such inventory available for sale at suitable meetings, conferences, and events. The committee shall negotiate terms with vendors who resell books or materials printed by the Society. The committee shall provide accurate accountability of book inventories and sales.

D. Hospitality Committee - The Committee shall be responsible for providing refreshments at meetings and planning and hosting other functions such as the installation of officers at the January meeting.

E. Property Committee - The committee shall be responsible for maintaining and accounting for all property owned by the Society. The committee should maintain a current list of property, its location, and member/s having control and custody of said property. As authorized, the committee shall be responsible for acquisition of new property and disposition of surplus property. **The committee shall be responsible for maintaining book and material collections in a safe and climate controlled locations as far as possible. The committee shall catalog all materials, prepare finding lists, and make collections available to the public. The committee shall solicit members and others to contribute books and materials to the Society's library.**

~~**G. Library Committee**~~

F. Fundraising Committee - The committee shall plan and conduct fundraising events, solicit donations, and apply for grants to continue the work of the Society.

~~**H. Ad Hoc Committees**~~ -

G. Editor - The editor shall be responsible for the publication of "Los Bexareños Genealogical Register. "

H. Conference Committee - This committee shall be appointed whenever the Society sponsors a state conference. Its term of office shall be for two years. It shall maintain a budget separate from the Society to insure the success of the conference.

ARTICLE XII – MEETINGS

Section 1. Monthly Meetings - Monthly meetings of Los Bexareños Genealogical Society shall be held at a date and time determined by the members.

Section 2. Special Meetings - Special meetings may be called by the President, Board of Directors, or members. Written notice must be given to the members prior to the meeting. Notice must include the purpose of the meeting. Business conducted at the special meeting shall be limited to the purpose for which the meeting was called. Request for a special meeting must be signed by twenty (20) members and presented to the Secretary who will give notice of call meeting.

Section 3 Invited Speaker – There will not be an Invited Speaker during the November and December meetings due to the procedures of nominations and elections, and limitations of time.

ARTICLE XIII – QUORUM

Twenty (20) members shall constitute a quorum to conduct business for a general meeting. **If the quorum requirement is not met, the business portion of the meeting must be cancelled and no motions are allowed.**

Article XIV – Voting

Voting in all matters of the Society shall be in accordance with **the By-Laws and** the current edition of *Roberts Rules of Order Newly Revised*.

ARTICLE XV – NOMINATIONS, ELECTIONS, VACANCIES

Section 1. Nominations Committee - The committee shall consist of five (5) members elected by the general membership at the October meeting of the Society.

Section 2. Chairperson - Members of the Nomination Committee shall elect one (1) of the committee members to chair the committee and conduct elections.

Section 3. Slate - The Committee shall prepare a slate of candidates for Executive Officers for presentation at the November meeting. Any member of the Society may be nominated from the floor, after the presented slate, for any Executive Office and any Director position that is due for election. Nominations for any office will close at the end of the November meeting

Section 4. Elections - The election of officers shall be held at the December meeting **by printed ballot**.

Section 5. Installation - Officers and Directors shall be installed into office at the annual Awards and Installation meeting held each January.

Section 6. Vacancies

- A. Vacancies in elected Executive Office shall be appointed by the President for the unexpired term with the exception of the presidency which shall be filled by the Vice-President.
- B. Vacancies in the Directors Office will be announced at the membership meeting following the vacancy. Nominations for the vacant position(s) and election will be at the subsequent membership meeting. Election of Director to a vacant position will be for the remainder of the unexpired term of the vacant position.
- C. Any Executive Officer or Director who wishes to vacate their office will notify the President by letter or email.

ARTICLE XVI - PARLIAMENTARY AUTHORITY

These by-laws shall govern the Society. The current edition of Roberts Rules of Order shall govern in those issues not covered by these by-laws and which do not conflict with these bylaws or special rules adopted.

ARTICLE XVII – AMENDMENTS

These by-laws may be amended by a two thirds (2/3) affirmative vote of the members present at the November meeting. Written notice of the proposed amendments shall be provided to the President at least thirty (30) days prior to presentation at the November meeting. Members shall be provided a copy of the proposed amendments

at least ten (10) days prior to the November meeting. **Changes in the By-laws approved at the November meeting will take effect on January 1st of the following year.**

ARTICLE XVIII – AUDITS

The books of the Treasurer shall be audited by a three (3) member committee appointed by the President at the end of the Treasurer's term of office. The President shall insure, through the Treasurer, an audit of any standing or special committee handling funds upon completion of their assigned term or activity and provide the Board of Directors a copy of audits. Audits may also be conducted as deemed necessary.

ARTICLE XIX - FISCAL YEAR

The fiscal year for Los Bexareños Genealogical Society shall begin the first of each January and end on the last day of each December.

ARTICLE XX - MISCONDUCT

Section 1. Misconduct shall include but not limited to the following:

Physical; Violent or Threatening Behavior; Using Inappropriate Language, Unsubstantiated Allegation, Innuendo, Personal Attack, Harassment, Bullying, Theft, Dishonesty, Use of Assets for Personal Use, Falsification of Records.

Section 2. The Secretary will record misconduct in the minutes occurring during a general meeting.

ARTICLE XXI – REMOVAL

Section 1. Any allegation of misconduct by a member shall be presented to the president. Allegations of misconduct by the President shall be presented to the Vice President. Allegation of misconduct must be in writing.

Section 2. The President shall notify the Board Chairman of any allegation received.

Section 3. The Board of Directors and Executive Board shall meet and review any allegation. The accused member shall be given notice of the allegation ten (10) days prior to the meeting. The accused member shall be given the opportunity to be heard in person or by proxy

Section 4. The Board of Directors and Executive Board, after review of the allegation and all evidence, shall report their findings and recommendations to the general membership for possible action.

Section 5. If the accused is a board member and found to be in violation, he or she shall be replaced at the next general meeting in an impromptu election by the membership.

Section 6. A member may be expelled by a two thirds (2/3) vote of the members voting at a regular meeting.

ARTICLE XXII – DISSOLUTION

In the event the Society finds it necessary to dissolve, the assets of the organization shall be distributed exclusively to charitable organizations of similar nature which would qualify under the provisions of Section 501(c)(3) of the Revenue Code and the regulations of the IRS as they now exist or may be hereafter amended. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction located within the county in which the principal office of the organization is then located.

ARTICLE XXIII- GOVERNING LAW

As to all matters not covered by these by-laws, the Texas Non-Profit Act and Section 501(c) (3) of the Internal Revenue Code shall govern.