

By-Laws

**BY-LAWS
OF
THE LAKE JACKSON HISTORICAL ASSOCIATION**

ARTICLE I - NAME AND PURPOSE

Section 1 - The name of the Corporation shall be The Lake Jackson Historical Association (sometimes referred to herein as "Corporation").

Section 2 - The mission of the Lake Jackson Historical Association is to provide education relative to the history and culture of an area of Brazoria County, Texas which is known as Lake Jackson.

ARTICLE II - MANAGEMENT

Section 1 - The management of this Corporation shall be vested in a Board of Directors, hereafter called the Board, consisting of not more than fifteen (15) members to be elected as prescribed in Article II, Section 3.

Section 2 - All Board members and Advisory Board members shall be members in good standing, including being current in all appropriate dues to the Lake Jackson Historical Association.

Section 3 - A member's regular term shall be three (3) years. The terms of one-third (1/3) of the members of the Board shall expire at the end of the December meeting. Their successors shall be elected at the November meeting by a majority vote of all Board members then holding office. Newly elected Board members shall assume their responsibilities at the close of the December meeting. A Board vacancy may be filled at any time, that person to complete the term of the vacated position.

Section 4 - Each Board member or Advisory Board member shall have the right to resign at any time upon written notice thereof to the Board President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5 - All Board members shall attend Board meetings regularly. Failure to attend three (3) successive, regular meetings without adequate reason and notification may be cause for replacement. In these cases the Board will act on such members on a case-by-case basis.

Section 6 - The Board shall meet once monthly in at least 9 of the months of the year unless the Board or President decides otherwise. Special meetings may be called by the Board or President at any time. The President shall serve or attend to the serving of all notices.

Section 7 - The meetings of the Board and all its committees shall be conducted according to the Roberts Rules of Order, Newly Revised Latest Edition, but it shall be necessary in any event for a quorum to be present for the Board to act. A quorum for any such meeting shall be a majority of those entitled to vote at such meeting.

Section 8 - The Board shall assume the management and responsibilities for the finances, and the ethical standards of the Corporation. It shall receive and act upon all committee reports those of its Officers and of the Executive Director and/or Site Director(s) hereafter referred to as Director(s). It shall determine the policies for the administration and operation of the Lake Jackson Historical Museum (the "Museum"), the Abner Jackson Plantation State Archeological Landmark ("Archeological site"), and the Alden B. Dow Office Museum and any other affiliated sites. It shall assume responsibility for the finances and responsibility for the ethical standards of the affiliated sites.

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Section 9 – The officers of the Corporation shall serve as members of the City Museum Board. The City Museum Board shall be responsible for: establishing policy for Museum usage, ensuring maintenance of the Facility, and ensuring adherence with the city contract.

The City Museum Board, established by the contract of the City of Lake Jackson with the Lake Jackson Historical Association, shall be made up of six members. The President, Vice President, Secretary and Treasurer of the Association and two (2) City Councilmen appointed by the Mayor. The Executive Director is an ex-officio member. The City requires each City Committee member to be a resident of Lake Jackson. If an officer is not eligible, a majority of the board will approve a replacement for the year. The ineligible officer may attend City Museum Board meetings and consult with the replacement member.

Section 10 - There can be Emeritus Board members. They shall be entitled to notification and attendance at all Board meetings. They will provide a history and perspective to the current Board. They will not be able to contribute to the establishment of a quorum or perform any of the duties of a Board member. The term of office will be for life. There is no limit to the number of such Board members. (Refer to Article IV, Section 3.)

Section 11 - There can be Advisory Board members. They shall be entitled to notification and attendance at all Board meetings. They will provide expertise to the Board as deemed necessary. They will not be able to contribute to the establishment of a quorum or perform any of the duties of a Board member. The term of office will be based on need as decided by the Board. There is no limit to the number of such Board members. (Refer to Article IV, Section 4.)

Section 12 - The following four (4) Officers of the Corporation, President, Vice-President, Secretary, and Treasurer, as well as the immediate Past President shall serve as members of the Executive Committee. The Executive Committee is not meant to replace the full Board and is subject to the direction and control of the Board. At least three (3) Executive Committee members are needed to establish a quorum. Except for the power to amend the Articles of Incorporation and By-Laws, or to modify any action taken by the Board, the Executive Committee shall have the powers and authority of the Board in the intervals between Board meetings, to act in the interest of the Corporation, as necessary, as in situations when a full Board meeting is not possible, or expedient. The Board should validate any such decisions / actions of the Executive Committee at its next Board meeting.

Section 13 – The Executive Committee shall serve as a Performance Review Committee for the Director(s) annually. The committee will give performance feedback to the Director(s) and propose any salary adjustments to the Board.

ARTICLE III - OFFICERS

Section 1 - Officers of the Corporation shall be:

President
Vice-President
Secretary
Treasurer

Any other officers deemed necessary from time to time shall be elected by the Board and duties will be listed in the By-Laws. These officers shall be elected by majority vote of the Board.

Section 2 - The duties of the officers shall be as follows:

A. President: The President shall preside at all the regular and special meetings of the Board. He or she shall execute contracts on behalf of the Corporation and shall represent the Corporation as necessary. He or she shall carry out the policies and plans and obligations of the Corporation.

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The President shall have authority to counter-sign all checks and execute all obligations for and on behalf of the Corporation.

The President will appoint the Chairs of all committees except the Nominating Committee (see Article VI, sections 4 and 5 for Board consent requirements).

B. Vice-President: Whenever the President may be absent, incapacitated, or otherwise unable to act, the Vice-President will act in the place of the President. The Vice-President shall also serve as the chair of the Nominating Committee.

The Vice-President shall have authority to counter-sign all checks.

C. Secretary: The Secretary shall record all of the minutes of each meeting and direct and supervise the keeping of all records of the Corporation. The Secretary shall see that the minutes of each meeting and all records pertaining thereto are retained and preserved. In the absence of the Secretary, a substitute shall be appointed.

The Secretary shall have authority to counter-sign all checks.

D. Treasurer: The Treasurer shall direct the keeping of all books of account, the collection of all moneys due the Corporation and the depositing of same in the bank, or banks, as instructed by the Board. The Treasurer shall be responsible to pay the debts of the Corporation. The Treasurer shall report on the financial condition of the Corporation at quarterly Board meetings. The Treasurer shall be the Chairman of the Financial Committee with the responsibility of proposing a budget. The Treasurer shall be an ex-officio member of the Audit Committee.

The Treasurer shall have authority to counter-sign all checks.

Section 3 - Officers shall serve for a term of one (1) year beginning at the close of the December meeting. No officer shall serve more than three (3) consecutive terms in the same office. At least one (1) year shall have passed after his or her last term before serving in the same office. Terms of office may be extended to more than three (3) consecutive terms upon Board approval.

Officers may not serve more than one office concurrently.

Section 4 - A vacancy of any office due to any cause whatsoever shall be filled for the remainder of its current term by the Board at a duly convened meeting.

Section 5 - Removal - Any officer elected or appointed by the Board may be removed by a two-thirds vote of the Board whenever, in its judgment, the best interests of the Corporation would be served.

Section 6 - If a quorum is present for a meeting and the President and Vice President are not in attendance, the Board can select a presiding officer for that meeting.

ARTICLE IV - NOMINATIONS AND ELECTIONS

Section 1 - At the Board's October meeting, a nominating committee shall be appointed (see Article VI) consisting of not more than five (5) members of the Board. The committee shall have the responsibility to recommend to the Board at the November meeting a slate of candidates for the Board and a slate of candidates for positions of President, Vice-President, Secretary and Treasurer of the Corporation. All nominees will have been contacted and will have agreed to serve if elected.

Section 2 - Additional nominations may be made by any member of the Board with prior consent of the nominee. The officers and new Board members shall be elected by majority vote of the Board in November. If there are 2 or more names submitted, then the voting shall be done by secret ballot. Individuals so elected shall assume their responsibilities at the close of the December meeting.

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Section 3 - An Emeritus Board member can be nominated and elected at any Board meeting by a majority vote of the Board. Qualification will be having served on the Board. Emeritus Board status is to recognize outstanding contributions to the Association.

Section 4 - An Advisory Board member can be nominated and elected at any Board meeting by a majority vote of the Board. Qualification will be based on having expertise needed by the Association and membership in the Association.

ARTICLE V – EXECUTIVE DIRECTOR AND/OR AFFILIATED SITE DIRECTORS

Section 1 - The Board may appoint or hire Executive Director(s).

Section 2 - The Executive Director(s) shall be responsible for the operation of the Museum and affiliated sites. He or she shall be responsible for administering the finances as defined in the budget and for submitting a quarterly financial report to the Board. He or she shall be responsible for submitting an annual budget for Museum operations and/or affiliated sites to the Finance Committee for approval by the Board.

The Executive Director shall have authority to counter-sign all checks.

Section 3 - The Executive Director(s) shall be responsible to the Board for the administration of Board policies and all Lake Jackson Historical Association operations. He or she shall have authority to employ and dismiss staff personnel in accordance with policies and budgets approved by the Board.

Section 4 - The Executive Director(s) shall submit an annual report to the Board for publication in the newsletter.

Section 5 - The Executive Director(s) shall attend and submit informal reports at the meetings of the Board and he or she shall call to their attention any matters requiring action or notice.

ARTICLE VI - COMMITTEES

Section 1 - The Board may, by resolution, designate one (1) or more committees; each committee shall have and may exercise powers and duties as authorized by the Board.

Section 2 - The committees shall make regular reports to the Board.

Section 3 - The Board's standing committees may include Finance, Audit, By-Laws, Collections, Education, Nominating, Alden Dow Office, and Plantation Site with a chairman to be appointed by the President. The duties of the committees will be specified in a "Committee Responsibility" document proposed by the committee and approved by the Board.

Section 4 - Each Chairman of standing committees shall be a member of the Board or Advisory Board. The President, with consent of the Board, shall appoint the Chairman. The Chairman shall select members from the Association membership.

Section 5 - The President shall appoint the Chairman of all other committees. The Chairman shall select members from the Association membership.

Section 6 - The Director(s) shall be an ex-officio member of all committees the Board deems necessary.

ARTICLE VII - MEMBERSHIP AND DUES

Section 1 - Any person, association, corporation, partnership, or trust estate supporting the objectives of the organization shall be eligible for membership. Any applicant shall become a member upon payment of the annual dues set by the Board.

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Section 2 -The Board, by resolution, may designate one or more categories and terms of membership. Dues for each category shall be at a rate schedule or formula as from time to time may be prescribed.

Section 3 - Membership dues shall be past due thirty (30) days after expiration date. If dues remain unpaid, the membership shall be automatically canceled unless extended for good cause by the Board.

Section 4 - Any member may be expelled by the Board by a two-thirds (2/3) majority vote of the Board at a regularly scheduled meeting thereof, for conduct prejudicial or damaging to the aims, goals and repute of the Corporation. Dues, for the current year, shall be returned with a letter of notification.

ARTICLE VIII - FINANCIAL MATTERS

Section 1 - No funds of the Corporation shall be invested or expended without authorization of the Board. An approved budget is deemed authorization. The President, Vice-President, Executive Director(s), Secretary, and Treasurer are authorized to sign checks with two (2) signatures required on all checks.

Funds designated and approved by the Board for operations following approval of the annual budget shall be administered by the Board Officers, Director(s), and committee chairpersons.

Section 2 - The Board shall designate the Corporation's fiscal year in these By-Laws. The fiscal year shall begin on January 1st and end on December 31st.

Section 3 - The Director(s) and other employees as determined by the Board, from time to time shall be bonded in amounts, for the purposes and with the corporate sureties acceptable to the Board.

Section 4 - The Audit Committee will fulfill the IRS (Internal Revenue Service) requirement for review of the completed 990 Tax Form.

Section 5 - An audit of the finances shall be completed at least once every 5 years by an external individual or organization. The Executive Committee shall be responsible for the coordination of the audit.

ARTICLE IX – CONFLICT OF INTEREST

Section 1 -Whenever a Board member or Director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the Corporation to do so. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE X - ANNUAL REPORTS

Section 1 - Each officer and those committee chairmen so designated by the Board shall render an annual written report of activities of their respective offices or committees. Such reports shall be filed with the Secretary at the December Meeting. An Annual Report of the Lake Jackson Historical Association shall be summarized and become a part of the first quarterly newsletter. Each dues paying member of the Association shall receive a copy.

ARTICLE XI - AMENDMENTS AND BY-LAWS REVIEW

Section 1 - Any of these By-Laws may be altered, amended, or repealed and new By-Laws may be adopted at any Board meeting after review and recommendation of the By-Laws Committee by the affirmative vote of a majority of the Board of the Corporation, provided that notice of any proposed amendment be given at least three (3) days before such meeting.

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Section 2 - The By-Laws Committee shall review By-Laws each two (2) years on odd number years. This committee shall present recommendations for By-Laws changes to the Board by the June Board meeting.

Section 3 – The By-Laws Committee shall take up any changes at the request of the Board.

ARTICLE XII - DISSOLUTION

Section 1 - Upon dissolution of the Corporation and unwillingness of the City to continue operations, the assets of the Corporation, with exceptions described in Article XII, Sections 2, 3, 4 of these By-Laws, shall be distributed exclusively to non-profit museums or educational institutions with similar missions.

Section 2 - Upon dissolution of the Corporation, the buildings and real property shall remain in place and be released to the City of Lake Jackson to be used at its discretion with the recommendation to be used for other educational purposes.

Section 3 - Personal artifacts on loan to the Lake Jackson Historical Association at the time of dissolution must be returned to the lenders in accordance with the adopted collections policy.

Section 4 - Upon dissolution of the Corporation, the endowment fund disposal shall adhere to Section 1 of this Article.

ARTICLE XIII - NON-LIABILITY OF BOARD MEMBERS

Section 1 - The Board Members of the Corporation, all of whom are volunteers, are immune from civil liability for any act or omission resulting in death, damage, or injury if such volunteer acts in the course and scope of his duties or functions as an officer of the Corporation. Such immunity is consistent with and shall be construed according to the Charitable Immunity and Liability Act of 1987, Section 84.001 - 84.008, Civil Practice and Remedies Code.

NOTE (an interpretation of the current laws but not deemed a portion of these Bylaws): (A volunteer of a charitable organization is liable to a person for death, damage, or injury to the person or his property proximately caused by any act or omission arising from the operation or use of any motor-driven equipment, including an airplane, to the extent insurance coverage is required by Section 1A/Texas Motor Vehicle Safety-Responsibility Act (Article 6701h, Vernon's Texas Civil Statutes), and to the extent of any existing insurance coverage applicable to the act or omission.)