

# BYLAWS OF THE HOUSTON GEM AND MINERAL SOCIETY

The following represents the bylaws of the Houston Gem and Mineral Society (“Society”) as approved by the Board of Directors and the Society Membership.

## ARTICLE I: MEMBERSHIP

### Section 1 – New Members

Each applicant for first-time membership or renewal of a membership that was lapsed for longer than one (1) full calendar year must complete the online membership form at [www.hgms.org](http://www.hgms.org).

Online membership forms will only be accepted if a PayPal payment for appropriate membership dues has been successfully completed.

Alternatively, they may fill out and sign the paper application form furnished by the Society. All paper application forms need to be submitted to either the Treasurer or the Chair of the Membership Committee, and accompanied by cash or check to cover current year dues as published on [www.hgms.org](http://www.hgms.org). A parent or guardian must sign applications for Junior membership.

### Section 2 – Membership Designations

The designations of membership in this Society and their requirements are as follows:

**SENIOR MEMBERSHIP:** for persons 26 years of age or more. Senior membership has all privileges and the right to vote and hold office, subject to the provisions of Article II, Section 1. Senior Members pay annual membership dues. Single members, couple members, and student members are all considered senior membership.

**JUNIOR MEMBERSHIP:** for persons under 18 years of age. Junior membership under 18 years of age has all privileges except the right to vote and hold office.. Youth members are considered junior membership.

**STUDENT MEMBERSHIP:** for persons over 18 years of age and younger than 26 years of age. The Student membership has all privileges and the right to vote and to hold office, subject to the provisions of Article II, Section 1 of the Houston Gem and Mineral Society Bylaws.

**HONORARY LIFETIME MEMBERSHIP:** this membership may be awarded by the vote of the Board of Directors for outstanding service or meritorious achievement. Recipients will have all rights and privileges of Senior membership including the right to make motions, vote, and hold office. Honorary Lifetime Members pay no further membership dues after being awarded the honorary lifetime membership.

**LIFETIME MEMBERSHIP:** this membership can be purchased for the amount listed on [www.hgms.org](http://www.hgms.org) and has all the rights and privileges of Senior membership including the right to make motions, vote, and hold office. Lifetime Members pay no further membership dues after purchasing the lifetime membership.

### **Section 3 – Dues**

**NEW MEMBERS:** New members will pay full annual dues if they join the Society between January 1 and October 31 of the current year and their membership will lapse at the end of that current year.

A new member concession is in place to allow new members who join on November 1 or later to pay full dues and have membership through December 31 of the following calendar year.

**EXISTING MEMBERS:** Payments to renew annual memberships are due on January 1 of each year. Members who have not paid their dues by March 31 of each year are considered inactive. Inactive members will be deleted from the membership list, will not be included in the Society Roster, and may not use the Shop facilities.

**The new member concession is not available to existing members who have let their membership lapse unless the membership was lapsed for longer than one full calendar year.**

The office of any Officer or Director who is inactive due to failing to pay membership dues will be considered vacant and subject to replacement as described in these Bylaws.

**CHANGING DUES AMOUNTS:** The Board will make recommendations for changes, if any, to the annual dues. The changes in the dues will be voted on at the General Meeting that occurs after a 30-day minimum notice period was posted in the weekly eBlast and the monthly Backbender's Gazette ("BBG") newsletter. If approved, the changes will take effect for the following year (including the November 1, New Member Concession).

### **Section 4 – Member Actions**

All Members are expected to act as described in Article IX: MEMBER CONDUCT of these Bylaws and failure to do so may jeopardize their membership in the Society.

If a member is removed from the Society for violating Member Conduct, they are not eligible for a refund or reimbursement of any membership dues.

## **ARTICLE II: OFFICERS**

### **Section 1 – Definition of Officers**

The Officers consist of President, First Vice-President, Second Vice-President, Secretary, and Treasurer, whose terms of office are for one year. There is no limit to the number of terms an Officer may hold. All Senior Members in good standing who have been members for a minimum of one year (unless the Board approves an exception to allow a member who has less than one year of membership time) are eligible for nomination and election to any office. The term "in good standing" refers to any member whose membership dues are not in arrears and who has no suspension action current or pending against him or her as stated in Article IX of these Bylaws.

## **Section 2 – Vacancies**

If the office of the President should become vacant for any reason, the First Vice-President will fill that office. Vacancies in all other elected offices will be filled by appointments made by the Board of Directors as stated in Article III of these Bylaws. A vacancy in a Section's Directorship will be filled by an appointment made by the Chair of that Section or as otherwise provided in that Section's Rules.

## **ARTICLE III: DUTIES OF OFFICERS**

### **Section 1 – President**

The President presides over all General Meetings and Board of Directors Meetings and is the Chair of the Board. The President is responsible for ensuring the annual budget is created by the Treasurer and that it is submitted to the Board for approval in the February Board meeting. The President has the power to appoint Chairs of Committees not otherwise provided for in these Bylaws. The President also has the power to set up special committees as needed. The President ensures all rules and laws of the Society are upheld, signs documents and papers that require the President's signature, and performs other duties as the rules and usages of the Society require, including the installation of new Officers. During General Meetings and Board Meetings the President may not make a motion or second a motion but the President may call for someone to make a motion. The President may debate the pros and cons of any motion. The President may not vote on a motion unless there is a need to break a tie vote.

### **Section 2 – First Vice-President**

The First Vice-President is a member of the Board and assists the President in the discharge of presidential duties. In the event of the absence, disability, death, or resignation of the President, the First Vice-President automatically advances to the office of President.

The First Vice-President acts as Chair of the Program Committee, having the authority to appoint members to that Committee.

### **Section 3 – Second Vice-President**

The Second Vice-President is a member of the Board and acts as Chair of the Membership Committee, having the authority to appoint members to that Committee. The Second Vice-President keeps and compiles information on membership applications and will forward new member emails and updates to existing member emails to the Publicity Committee to maintain an accurate list for the weekly eBlast newsletter. The Second Vice-President keeps an accurate and complete roster of the members and will make a new roster available once each year by April 30 to all members.

### **Section 4 – Secretary**

The Secretary is a member of the Board. The Secretary performs the following duties:

#### **Board Meetings**

- Ensures an agenda has been prepared and is distributed in advance of Board meetings.
- Ensures the distribution of background information for agenda items to be discussed.
- Prepares the official minutes of the Board meetings to include discussion summaries, and recording of

motions, votes, and decisions.

- Prepares the official minutes of the Board Meetings, obtains approval of the minutes from the President and Board Members, and submits final minutes by the last day of each month to the BBG Editor.

### **General Meetings**

- Ensures an agenda has been prepared for the President's or facilitator's use during the meeting.
- Prepares the official minutes of the General Meetings, obtains approval of the minutes from the President and others as needed, and submits final minutes by the last day of each month to the BBG Editor.

### **Other Duties**

- Assures that documents (such as Bylaws and Articles of Incorporation) are accessible to Society members.
- Works with the Society President, Treasurer, and accounting and legal professionals, to ensure all Federal and State mandated reporting requirements are met in a timely manner.
- Keeps a list of Action Items to remind Board members of their commitments and deadlines.

## **Section 5 – Treasurer**

The Treasurer is a member of the Board. The Treasurer collects all dues and monies payable to the Society and makes all disbursements authorized by the Society. The Treasurer is responsible for all incoming funds, and whenever requested by the President, will render a true and faithful account of the monies received and paid out.

The Treasurer oversees the Society's part-time contract bookkeeper. The Treasurer is the Society's single point of contact for the Bookkeeper (using [treasurer@hgms.org](mailto:treasurer@hgms.org)). All Board and member requests go through the Treasurer, not directly to the contract Bookkeeper. The Bookkeeper is not required to be a Society member, and the Board can vote to replace or remove the Bookkeeper at any time as needed.

The Treasurer is responsible for coordinating with the Society's accounting professional and all Section Treasurers to gather and provide accurate information for the preparation of the annual IRS Form 990 and Texas State Comptroller Sales Tax report.

The Treasurer will make available the Society's prior year's annual financial statement and IRS Form 990 filing to any member who requests such reports in writing.

The Treasurer's books will be audited whenever the Board so directs.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section 1 – Board Members**

The Board of Directors, hereinafter called "Board," is the legal representative of the Society and consists of five officers and one Director (Section Board Representative) from each active recognized Section, except the

Youth Section.

The recognized Sections electing Section Board Representatives are Beading, Day Light, Gemstones and Faceting, Lapidary and Silversmithing, Mineral, Paleontology and Youth.

The term for elected Section Board Representatives shall be one year. There shall be no limit to the number of terms a Director may serve, but no Section will elect a Director who has not been a member of HGMS for at least one year (unless the Board approves an exception to accept members who have less than one year of membership time).

The position of Immediate Past President is defined as the outgoing President in the most recent past year. Should the incoming President serve more than one year, there will be no Immediate Past President in the second year and forward. The Immediate Past President will serve as an Advisor to the Board and attend Board meetings at their discretion or at the request of the current Officers. The Immediate Past President may not make motions, vote, or be counted toward the voting quorum.

## **Section 2 – Meetings**

The Board chooses the time, place, and format (in person or virtual) to meet. A Quorum is defined as one-half the number of voting Board Members rounded up to the nearest odd number to avoid tied votes. Meetings may be held at the call of the President or at the request of any Board member.

All business coming before the Board will be decided by a majority vote of the Board members present if there is a quorum. Only the Board members have the right to vote at a Board meeting. Proxy voting will not be allowed. Special Meetings and voting via email will be allowed when pressing business decisions are required outside of normally scheduled Board Meetings. Special email meetings and votes will be subject to the same quorum and voting rules as regular Board Meetings.

The order of business for a Board of Directors Meeting of the Society is as follows:

1. Call to order
2. Approval of the minutes of the previous meeting
3. Review of Treasurer's Report
4. Announcements and reports of other Officers, Committee Chairs, or Section Board Representatives as required
5. Unfinished (Old) Business
6. New Business
7. Adjournment

This order of business may be modified as needed.

In the absence of both the President and First Vice-President, any other member of the Board may chair any Board meeting.

## **Section 3 – Limitations**

The Board has the power to decide upon and transact all Society business with the following exceptions:

1. No one may bid on behalf of the Society for a regional or national Federation show without prior notice being given to and a vote obtained from the senior members present at a General Meeting of the Society.
2. Expenditures of Society funds in the amount of \$2500.00 or more must be approved by a majority vote of the senior members present at a General Meeting unless the expenditure is provided for in an approved budget.
3. A clubhouse lease or purchase will not be made or renewed without a vote of approval from a majority of the senior members present at a General Meeting.

All Board members are required to bring before the Board any topic of business requested of them by a member of the Society and reply as soon as possible to that member on the Board's decision.

## **ARTICLE V: COMMITTEES**

### **Section 1 – Standing Committees**

The President appoints Chairs of all Standing Committees except the Show Committee. The President also appoints Special Committees as needed and designates their duties.

The Standing Committees are:

1. Clubhouse Committee
2. Donations& Sales/Auction Committee (“DSAC”)
3. Education Committee
4. History Committee
5. Library Committee
6. Membership Committee
7. Newsletter Committee
8. Nominating Committee
9. Program Committee
10. Publicity Committee
11. Scholarship Committee
12. School Collections Committee
13. Show Committee
14. Social Committee
15. Volunteer Committee
16. Website Committee

### **Section 2 – Duties**

The duties of the Standing Committees are:

1. The Clubhouse Committee manages and maintains all areas of the Society clubhouse including the shops and shop equipment.
2. The Donations & Sales/Auction Committee (“DSAC”) manages the intake of all non-monetary donations to HGMS and arranges for the sale, auction, or disposal of all materials.

3. The Education Committee manages:
  - (a) Setting up new classes, including identification of instructors
  - (b) Negotiating class fees and schedules with instructors, including deposit amounts if these are necessary to reserve a spot in the class,
  - (d) advertising classes,
  - (e) recruiting students,
  - (f) verifying registrations for classes,
  - (g) authorizing payment for instructors,
  - (h) collecting any class fee payments made outside of PayPal.
4. The History Committee compiles and records the history of the Society.
5. The Library Committee has custody of all books and journals belonging to the Society and manages checking them out to members and ensuring that they are returned. The Committee also manages library contents and may discard, donate, or sell books or journals as deemed necessary but ONLY after Society members in good standing have had an opportunity to take or buy the books or journals.
6. The Membership Committee is Chaired by the Second Vice-President. The Committee handles all applications for membership as provided in Article I, Section 1 of these Bylaws. The Membership Committee shall endeavor to be the official greeter of the Society, welcoming new members and orienting them by introducing them to other members who have similar interests.
7. The Newsletter Committee manages gathering content, editing, and publishing the Society's monthly newsletter *Backbender's Gazette* ("BBG"). The Committee will make the Newsletter available to the Website Committee, Society members, and other Federation societies who desire a copy.
8. The Nominating Committee each year selects a list of candidates for Society Officers and presents their nominees to the Board for approval before the October General Meeting.

The Nominating Committee consists of 3-5 senior members selected by the Board of Directors. Members of the Committee should represent a different Section of the Society when possible. Members of this Committee will be introduced at the September General Meeting so they may have time to receive recommendations from Society members. At the October General Meeting, the Committee presents a slate of nominees for the offices of President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

If either the Show Chairman position or Assistant Show Chairman position is empty, the Nominating Committee will include those positions in their search.

Nominations from the floor may be made after the Committee announces its list. The names of all nominees will be recorded and sent to each Senior Member at least three weeks before the November General Meeting.

All nominees must express their willingness to accept the office, if elected, and to devote such time as necessary to properly conduct the affairs of the Society. The foregoing provisions do not bar the election of a write-in candidate for an office, provided he or she signifies willingness to accept the office if

elected.

If a single slate of candidates is presented, and these candidates are unopposed, no ballots will be necessary. Voting may be accomplished by a show of hands at the November General Meeting.

9. The Program Committee has the First Vice-President as its Chair and arranges the program for Society General Meetings, secures appropriate speakers, and ensures that presentation equipment is available as requested by the speaker.
10. The Publicity Committee publicizes HGMS to the public to increase membership and Society participation. This committee will coordinate with HGMS Education and Show Committees to maximize exposure to the activities of these groups. The Committee ensures the weekly eBlast newsletter is sent in a timely manner. The Committee will assist in sending out special communications to members and the Show Publicity List from time to time as requested for special events and notifications.

The Committee will manage social media accounts on behalf of the Society. All social media accounts will be set up and maintained using the generic [Publicity@hgms.org](mailto:Publicity@hgms.org) email where possible.

11. The Scholarship Committee manages all Society Scholarships not established and maintained by an individual Society Section:
  - a. Setting and publishing Scholarship eligibility requirements and acceptance criteria
  - b. Communicating and marketing Scholarship availability to selected Schools and Universities, organizations, or individuals
  - c. Reviewing all applications received
  - d. Choosing each year's recipient(s)
  - e. Presenting an annual scholarship budget request to be approved by the Board as part of the overall Society budget in February

Individual Specialized Sections may choose to award a Section-sponsored scholarship, funded through the Section Treasury, separate from Society Scholarships.

12. The School Collections Committee sources materials and supplies for School Rock Kits. The Committee assembles new kits as needed and distributes them on request. The School Collections Committee will submit a budget request as needed.
13. The Show Committee operates within an annual period called the "Show Year." The Show Year starts at the beginning of the month following the annual show and ends at the end of the month in which the next annual show is held. Show Committee members serve for a period defined by the Show Year.

Each "show year" the existing Show Chair and Assistant Show Chair must be reconfirmed by the majority vote of the Board, should they wish to continue to serve in the same capacity. There shall be no limit to the number of terms they may serve.

Should the Show Chair or the Assistant Show Chair choose to relinquish their position(s) following the end of the show year, or should the Board choose not to reconfirm one or both Chairs or if for any reason the Show Chair or Assistant Show Chair is unable to fulfill his or her duties during their terms, the President will either nominate suitable replacement(s) within one month of the position(s) becoming vacant or will assemble and empower a nominating committee within one month of being notified that the position(s) are vacant. If a nominating committee is chosen, that committee has one month from its inception to present one or more nominees who have agreed to fill the position(s) to the Board. These replacement(s) become official when confirmed by a majority vote of the Board.

Each year the Show Committee will arrange, publicize, and present the Houston Gem and Mineral Show. This Committee is responsible for securing an exhibit hall, printing and selling tickets, soliciting exhibits, arranging for dealers, securing judges, presenting awards, publicizing the show via all available news media, and any other tasks necessary for a successful presentation of the Show. The Show Committee's annual budget must be approved each year. The Show Chair must submit the final Show Budget to the President by January 31 for inclusion in the annual budget approval in February. The Show Chair or Assistant Show Chair may come before the Board to request approval of modifications to the approved Show budget at any time during the Show Year or calendar year.

14. The Social Committee provides snacks at the monthly General Meetings. The Committee works with the Show Committee and the Volunteer Committee to plan the Annual Volunteer Appreciation Party in November after the Annual Show. The Social Committee works with the Board and the Volunteer Committee to plan the Annual Holiday Party in December. The Social Committee may be asked to produce other social events.
15. The Volunteer Committee recruits volunteers for HGMS events throughout the year. The Committee will be the contact for all Society event volunteer needs and will produce schedules of shifts and hours as needed. The Committee will plan and host a Volunteer Appreciation party in November after the Annual Show for all volunteers who have assisted at events throughout the year or have worked for the management of the Society.
16. The Website Committee manages and maintains the Society Website ([hgms.org](http://hgms.org)) including all site structure, functionality, and content. The Committee will receive an electronic copy of the monthly BBG newsletter from the Newsletter Committee and ensure timely posting on the website of both current and archived issues.

## **ARTICLE VI: - SECTIONS (SPECIAL INTEREST GROUPS)**

### **Section 1 – Definition**

The Sections of the Society are Beading, Day Light, Gemstones and Faceting, Lapidary and Silversmithing, Mineral, Paleontology, and Youth. The Sections may operate independently provided they do so in accordance with these Bylaws.

Section Treasurers, or Section Chairs in the absence of a Section Treasurer, must provide Section financial

details to the Society Treasurer. To comply with this, Section Treasurers or Chairs must give the Society Treasurer, minimally, “administrative/view only” access to all Section bank accounts so that the Society Treasurer can gather data and documents promptly.

All financial reporting is completed by the Board Treasurer for the Society as a whole including the annual IRS Form 990 and Texas State Comptroller Sales Tax return. Section Treasurers, or Chairs in the absence of a Section Treasurer, must provide Section financial details (bank statements, receipts for expenditures, etc.) to the Society Treasurer as soon as possible, but at least by the end of each month.

Sections must collect Texas Sales Tax on any items sold either at the clubhouse or online and may not opt out of this requirement. Items sold at the Annual Show are exempt from sales tax collection.

Society members in good standing may attend or participate in as many activities of the Sections as interest them with no requirement for membership to that Section, only Society membership.

Section meeting attendees must be members in good standing of the Society. A Section Chair may make an allowance to have a non-member attend one meeting as a guest of the Section Chair.

## **Section 2 – New Section Formation**

New Special Interest Groups may request recognition by following these provisions:

- The new Section must be substantially different in the area of interest and activities from currently existing Sections.
- The new Special Interest Group must demonstrate average attendance at its meetings of at least 10 members per meeting over one year.
- The Board request must include:
  - Designation of a Chairperson
  - Designation of a proposed meeting day and time
  - A clear description of proposed Section activities and Section Name
  - Evidence of past group meeting attendance (such as sign-in sheets)
  - Designation of a Section Treasurer if a Section bank account will be maintained.

## **Section 3 – Dissolve a Section**

If an existing Section becomes dormant due to loss of Section leadership or lack of member participation, the Board will hold the Section in dormant status for at least one year. After one year, the Section may be dissolved at the Board’s discretion.

## **ARTICLE VII: GENERAL MEETINGS**

### **Section 1 – Occurrence**

Unless otherwise approved by the Board and General Membership, all General Meetings of the Society will be held on the fourth Tuesday of each month except in December. General Meetings may be held at the clubhouse or another physical location or virtually as designated by the Board. The annual holiday gathering will take the place of the December General Meeting and will be held at a time and place designated by the Board.

The Board may move the date of a regularly scheduled meeting for a special event or some other purpose.

## **Section 2 – Rules**

The Senior Members present at a General Meeting shall constitute a quorum for that meeting.

Rules of order not specifically provided in these Bylaws for the General Meeting will be those in the current edition of Robert's Rules of Order.

## **Section 3 – Order of Business**

The order of business for a General Meeting of the Society is:

1. Call to order
2. Approval of the minutes of the previous meeting
3. Introduction of visitors and new members
4. Announcements and reports of Officers, Committee Chairs, or Section Chairmen as required
5. Unfinished (Old) Business
6. New Business
7. Adjourn Business Meeting
8. Presentation of program

This order of business may be modified as needed.

## **ARTICLE VIII: HGMS FIELD TRIPS**

### **Section 1 – Participants**

Only active members may attend a field trip, and they may bring guests on the field trip. All members, their guests, and any other persons participating in a field trip sponsored by the Society, or its Sections, do so at their own risk.

### **Section 2 – HGMS Field Trip Code of Ethics**

All members, their guests, and any other persons participating in a field trip sponsored by the Society will abide by the following HGMS Field Trip Code of Ethics:

WE PLEDGE OURSELVES TO ABIDE BY THE FOLLOWING RULES:

1. To leave alcoholic beverages, firearms, and pets out of the collecting area
2. To have permission to enter private property
3. To close all gates and gaps
4. To put out all fires and leave no trash or rubbish
5. To endeavor to maintain cordial relations with property owners

## **ARTICLE IX: MEMBER CONDUCT**

### **Section 1 – Representation of HGMS**

No member may make any commitments for the Society, claim to speak on behalf of the Society, or use their membership in the Society (including but not limited to the use of the name, logo, slogan, or other identifying

characteristic of the Society) to imply the member's statements or actions are approved or endorsed by the Society, without first obtaining the approval of the Board of Directors.

Members will follow the Bylaws and maintain Respectful Conduct as defined in Article IX Section 2 while on Society property, while attending Society shows or events (including field trips), or while representing the Society (including representing oneself as a member of the Society) in public.

## **Section 2 – Conduct Guidelines**

Respectful Conduct is defined as, but not limited to, the behaviors and actions outlined as follows:

- Treat members, volunteers, guests, and the public with politeness and respect regarding gender, race, places of origin, political beliefs, religion, marital status, age, or sexual orientation.
- Avoid any unwanted or unwelcome conduct, comment, gesture, or contact of a sexual nature.
- Refrain from aggressive or abusive behavior. Avoid verbal or physical confrontations. (All members involved may be subject to corrective action).
- Respect the property of members, guests, hosts, and the Society.
- Act with fairness, honesty, integrity, openness, and in accordance with these Bylaws.
- Promote the mission of the Society honestly in all dealings on behalf of the Society.

## **Section 3 – Violations and Reporting**

### **Violations of Terms and Conditions by Volunteers/Representatives**

If volunteers or representatives of the Society violate the terms and conditions for respectful conduct, complaints or concerns may be made by other members or the public by notifying the Volunteer Chairman ([volunteercoordinator@hgms.org](mailto:volunteercoordinator@hgms.org)) or the Board of Directors.

### **Violations of Terms and Conditions while at Society Facilities**

Violations(s) of the terms and conditions for respectful conduct while in or using the Society facilities and grounds include but are not limited to:

- Misuse or abuse of Shop equipment,
- Mistreatment of members and guests,
- Theft, and
- Failure to pay usage fees.

The Clubhouse Chairman or the Shop Supervisor on duty has sole discretion on how to handle an observed violation including asking the offending member(s) to leave the premises.

The Clubhouse Chairman or designee will report incidents to the Board and recommend Shop usage consequences, if applicable. Further corrective action concerning membership in the Society is reserved for the Board.

### **Reporting Process**

If not otherwise covered in the **Violations of Terms and Conditions by Volunteers/Representatives** section or **Violations of Terms and Conditions while at Society Facilities** section, charges made by a fellow member

must be presented in a written petition or through a personal address to the Board.

- If the member making charges requests a personal appearance before the Board, then the Board will ensure the member is given a separate closed-door meeting where only Board members are present.
- If the member making charges is making charges against a Board member, then that Board member shall not be present during the personal appearance but will be allowed to speak in a separate session.

#### **Section 4 – Board Review of Charge(s)**

The HGMS President (or designee) will contact the charged member about the conduct concern. Based on this discussion and the conduct violation, the President will decide if further Board review is needed. If a formal Board review is needed, the charged member will be notified of further action and the proposed Board meeting date. The charged member has the option of appearing in person or by proxy before the Board to explain their position on the issue. The charged member's appearance before the Board will require a separate closed-door meeting with only Board members present. In all cases, the Board may ask for corroboration by a third party if video evidence is unavailable or insufficient.

#### **Section 5 – Board Corrective Action**

The Board may take corrective action for violations of conduct ranging from:

1. A **Letter of Concern** (Warning Letter),
  - a. A **Letter of Concern** (Warning Letter) will be issued by the Board in response to minor conduct violation(s) as determined by a majority vote of at least a quorum of the Board in attendance.
  - b. If a member receives three or more Letters of Concern for conduct issues, the Board may initiate additional corrective action.
2. A **temporary suspension** of member rights and privileges,
  - a. A **suspension of the rights and privileges of Society Membership** may be applied by the Board in response to the conduct violation(s). The Board will agree on the degree of restrictions, and these will be based upon all information received concerning the actions of the member. The application of restrictions requires the approval of at least 75% of all Board Members.
3. The **termination of a member** will be warranted only by extreme actions or violations of Bylaws as determined by the Board.
  - a. The Board will investigate and determine if the action or violation is sufficient to justify the termination of the member.
  - b. **Termination of a member requires the unanimous approval of all voting Board members.** The attendance of the President is required unless the President is the subject of the action.

After all reviews are complete, the Board will vote on the level of corrective action. If the member under review is a Board member, he or she will not be present during corrective action discussions or for the final vote of the Board, except to present his/her viewpoint to the Board.

The Board shall be the sole judge as to the level of corrective action. The Board's action shall be conclusive and final.

## **ARTICLE X: AMENDMENTS**

### **Section 1 – Amendments**

Any proposed amendment to these Bylaws must first be submitted in writing to the Board. If approved by a majority vote of the Board, the amendments will be presented to the Membership at a General Meeting.

These Bylaws may be amended with the consent of a majority of the Senior Members present at a General Meeting. Notice of proposed amendments will be emailed to all Senior Members at least thirty days prior to the General Meeting at which they are to be considered.

### **Section 2 – Verification of Articles of Incorporation**

After any Bylaws amendments are approved, the President and Secretary will review the latest Amended Articles of Incorporation as filed with the Texas Secretary of State to ensure there are no major discrepancies between the newly approved Bylaws and the Articles of Incorporation. If major discrepancies are found, the Secretary will prepare an Amended Articles of Incorporation form for review and approval by the Board. The Secretary will ensure the approved amendment form is filed with the Texas Secretary of State's office.

## **ARTICLE XI: DISPOSITION OF SOCIETY PROPERTY**

Should the Society dissolve, Society assets may be sold for fair market value, first being offered to current Society Members in good standing, then to the public. Funds received from the sale of assets will be used to pay outstanding Society debts. Any remaining funds or physical assets will be donated to the Houston Museum of Natural Science.