



BY-LAWS OF THE HOUSTON CONCHOLOGY SOCIETY, INC.

Revision Adopted: 19 March 2023

Previous Revisions: 7 March 2015, and November 2008.

Date of Incorporation: 31 January 1969

State of Texas Charter No. 256432

ARTICLE I – CORPORATE OFFICES

The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris, on the premises known and designated as the Houston Museum of Natural Science, 5555 Hermann Park Drive, Houston, Texas 77030-1799.

The Corporation, hereafter referred to as “the Society” within this document as appropriate, may have such offices within the State of Texas as The Board of Officers may determine, or as the affairs of the Society may require from time to time. The Society shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas and the address of the registered office may be changed from time to time by The Board of Officers.

ARTICLE II – MEMBERS

2.1 Members and Membership:

There shall be Regular, Junior and Non-Voting members and such other classes of membership as the Regular Membership in any legally constituted meeting may determine:

- (a) A Regular Member is one who pays dues, is in good standing with the Society, and resides within the State of Texas, and shall have the right to vote, and the right to hold an office.
- (b) Junior Members are members under 18 years of age.
- (c) Members who reside outside the State of Texas are Non-Voting members.
- (d) Junior and Non-Voting Members may not vote or hold office, may not vote and do not count towards or affect the number of members needed for quorum in any meeting.
- (e) Membership in this Society is not transferable or reassignable to another member or a non-member.

2.2 Dues:

Dues rates are approved by the Regular Membership. Rate changes may be proposed by The Board of Officers or a Regular Member and voted upon in any General Meeting or at the Annual Business Meeting. Changes in dues rates become effective the next fiscal year. The current Dues Rates shall be published in the Society’s newsletter.

All membership levels are subject to payment of annual dues. Dues shall be payable on or before the first day of the fiscal year, June first. If dues are not paid by June first of the fiscal year, membership lapses.

2.3 Termination of Membership:

The Board of Officers may by unanimous vote of all Regular Members present at any regularly constituted meeting, may suspend or expel a member with cause. Such member shall have the right of appeal to the Regular Membership of the Society. The Regular Membership may sustain or remove such suspension by majority vote at a General Meeting following notification that the matter will be heard.

- (a) In the case of expulsion, membership is terminated and dues are to be refunded for the current fiscal year, and for any pre-payment that has been made for the next fiscal year. An expelled member may not rejoin the Society.
- (b) Any member may voluntarily withdraw membership in the Society at any time in writing by postal mail or email to the Corresponding Secretary. No refund of dues will be made for a voluntarily withdraw of membership for the current fiscal year. Any pre-payment that has been made for the next fiscal year will be refunded. See 9.4 of these By-Laws.

ARTICLE III – MEETINGS OF MEMBERS

3.1 General Meetings:

General Meetings of members are held at the discretion of The Board of Officers, and are generally held monthly September through May. Such meetings may be held at any location as deemed appropriate by The Board of Officers. Meetings may be formal or informal gatherings, in-person or virtual, and includes lectures, parties, banquets, dinners, and auctions, etc.

During General Meetings in which a business session is conducted, the Recording Secretary shall record minutes. Exclusions from recorded minutes are: meetings or social gatherings where no business session is held, and the May meeting if no business other than installation of officers is conducted.

Meetings of the Society in which a program is provided, the program is not a part of the business session. The program shall be given before the business session commences or after it concludes.

3.2 Annual Meeting:

An Annual Meeting of the Regular Members of the Society shall be held each fiscal year at a time and place to be set by The Board of Officers, to receive a report from the Officers on the activities of the previous year, and to conduct such business as the Officers may bring before the meeting. September is the recommended month for this meeting.

3.3 Special Meetings:

A Special Meeting of members may be called at any time by twenty-five percent (25%) or more of the members entitled to vote at such meeting, by The Board of Officers, or by the President. Only such matters pertaining to the purpose of this Society shall be considered and acted upon at a Special Meeting as may be stated in the notice of such meeting.

3.4 Place of Meeting:

The Board of Officers may designate any place within Harris County, State of Texas as the “Place of Meeting” for any General Meeting, or Annual Meeting, or for any Special Meeting, called by The Board of Officers. This rule does not apply to gatherings that are considered social (parties, field trips, shell shows, conventions, etc.), or a meeting when a business session is not to be conducted.

3.4 Notice:

Notice as to any Annual, General or Special Meeting of the members, need only be given to members entitled to vote at such meeting; Written notice by email, or the Society’s newsletter, or on the Society’s web site, or by postal mail, as to each meeting of the members stating the place, day, hour, and purpose or purposes for which such meeting is called shall be delivered not-less than three (3) nor more than thirty (30) days before the date of such meeting.

3.5 Informal Action by Members:

Any action required by law to be taken at a meeting of the Regular Members, or any action which may be taken at a meeting of the members may be taken without a meeting if consent is indicated by the act of voting, as by mail or email, by the necessary proportion of the members entitled to vote with respect to the subject matter thereof.

3.6 Meeting Rules:

The conduct of all meetings of the Society shall be governed by “Roberts Rules of Order” to the extent applicable and when not otherwise in conflict with such rules as may be adopted from time to time by The Board of Officers. The President shall preside at, and the Recording Secretary shall keep records of, each meeting. In the absence of the President, the Vice-President shall preside, to be followed by the Treasurer, in that order. In the absence of the Recording Secretary, the President shall appoint a substitute for the meeting.

3.7 Quorum:

Twenty percent (20%) of members entitled to vote shall constitute a quorum. The vote of a majority of the votes cast by the members in person or by proxy at a meeting at which a quorum is present shall be the action of the membership, except when the vote of a greater number is required by law. Any meeting at which a quorum is not present may be adjourned and any matter which may be considered at such meeting may be considered and acted upon at the reconvening thereof without notice. A quorum is not needed for the presentation of a program which may be offered at a meeting; whereas, such programs are not a part of a business meeting.

3.8 Voting:

At each meeting, members having voting rights shall be entitled to one vote.

3.9 Proxies:

At any meeting of members, each Regular member entitled to vote may vote by proxy executed in writing by the member or by the Regular Member’s duly authorized attorney-in-fact. No proxy shall be valid for more than the specific purpose of the meeting for which it was given.

3.10 Election and Terms of Officers:

At the January meeting of the Society, the President shall appoint a Chair of a three (3) member Nominating Committee, and the members present at that meeting shall elect two (2) voting members to serve on that Committee.

- (a) The Committee shall present its slate of nominees at the February meeting. Nominations may be made from the floor at that meeting providing the person nominated has consented to serve.
- (b) The names of the nominees shall be published in the March newsletter.
- (c) Regular Members in attendance at the March meeting shall elect the officers.
- (d) Those elected will be installed at the May meeting, to take office the following June.

All Officers shall be elected or appointed for a period (term) of one (1) year or until a successor has been qualified and elected.

Officers may not serve in the same office for more than three (3) consecutive one (1) year terms, except as specified herein.

In the event that there is no nominee for a Membership Elected Office by the February meeting, and there is no accepted nomination from the floor, upon a vote of approval by the membership present at the meeting, the sitting officer not otherwise eligible, may ballot for election to an additional one (1) year term. The nominee shall then be considered a nomination from the floor and added to the ballot.

3.11 Meeting Exceptions:

Pursuant to any meeting as listed in Article III, The Board of Officers as may deem necessary, opt to postpone, cancel, hold a meeting virtually, or dual in-person and virtually due to special circumstances such as: acts-of-God, pandemics, or other emergencies.

ARTICLE IV – OFFICES

4.1 Titles and Duties of Office:

The Membership Elected Board of Officers of the Society shall be (in order of election): a President, a Vice-President, a Treasurer, a Recording Secretary, and a Corresponding Secretary.

The Board of Officers may from time to time appoint other officers (Chairs) as deemed necessary, whom shall be on The Board of Officers as an ex-officio member and shall have no vote in a meeting of the board. If the Corresponding Secretary is not the Newsletter Editor or Webmaster, those positions shall hold the designation of Chair, and may serve for an indefinite period.

4.2 President:

The President shall be the principal executive officer of the Society and shall in general supervise and control all business and affairs of the Society. The President shall preside at all meetings of the members and of The Board of Officers. The President may sign with the Secretary or any other proper officer of the Society authorized by The Board of Officers, any deeds, mortgages, bonds, contracts, loan agreements, or other instruments which The Board of Officers have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by The Board of Officers or by the By-Laws, or by statute to some other officer or agent of the Society and in general. Regular Member shall perform all duties as may be prescribed by The Board of Officers from time to time.

4.3 Vice-President:

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of President. When so acting the Vice-President shall have all the power and be subject to all the restrictions upon the President. The Vice-President shall perform the specific duties for which they were elected and such other duties as may be assigned from time to time by the President or by The Board of Officers.

The Vice-President shall engage in the activity of planning and securing the content of the program (lecturer or other content) for General Meetings; and is responsible for timely communication of the program details. At meetings the Vice-President is responsible for announcing upcoming programs and introducing the speaker, if any.

4.4 Treasurer:

If required by The Board of Officers, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as The Board of Officers shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society, receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provision of ARTICLE VIII of these By-Laws, and in general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the President or by The Board of Officers.

The Treasurer shall keep an on-going general ledger and maintain records and receipts for a period of time as required by law; shall be responsible for the timely annual filing of all required State of Texas and Federal tax documents and forms pursuant to the Society; and provide a summary report at each meeting and an annual report for the fiscal year to The Board of Officers.

4.5 Recording Secretary:

The Recording Secretary shall keep the minutes of business and board meetings, and in general, perform all duties incident to the office of Recording Secretary, and such other duties as from time to time may be assigned by the President or by The Board of Officers.

4.6 Corresponding Secretary:

The Corresponding Secretary shall conduct the correspondence of the Society, This includes informing the President and The Board of Officers of letters and reports received and writing letters at the request of the membership and/or The Board of Officers. Letters and reports received and copies of letters sent shall be kept in a special file for that purpose.

The Corresponding Secretary shall keep a list of the members and of The Board of Officers, keep a register of the contact information of each member as furnished to the Society by such member and shall also be responsible for sending notice for all meetings in accordance with 3.4 of these By-Laws, and shall set the calendar for the distribution of newsletters and website updates, etc.; and shall be custodian of the Society's corporate records, and of the Seal of the Corporation, and is duly authorized to affix the seal to any document as need on behalf of the Society.

ARTICLE V – BOARD OF OFFICERS

5.1 Management:

The affairs of the Society shall be managed and controlled by its Board of Officers, exercising all the power of the Society is subject to requirements and restrictions imposed by law.

5.2 Number, Tenure, and Qualifications:

The Board of Officers shall consist of those positions and limits as outlined in 4.1 of these By-Laws.

5.3 Removal of a Member of The Board of Officers:

Any Officer may be removed from office with or without cause, by the affirmative vote of a majority of all Regular Members of the Society in mail ballot, or by a two-thirds vote of all Regular Members present at a meeting at which a quorum is present and for which due notice of purpose has been given.

5.4 Vacancies:

Any vacancy occurring in The Board of Officers may be filled by the affirmative vote of a majority of Officers then in office, and is elected only for the unexpired term to fill the vacated office.

5.5 Meetings of Officers:

An Annual Meeting of The Board of Officers shall be held each year at a time and place appointed by the President with due consideration for the convenience of all. The Board of Officers may provide by resolution the time and place for the holding of additional General Meetings of The Board of Officers.

Special Meetings of The Board of Officers shall be held whenever called by the President or by two (2) or more of the Membership Elected Officers for the time being in office. Each meeting of said Board of Officers shall be held at the Texas registered office of the Corporation (Society) or such other place as may be stated in notice or said meeting.

5.6 Notice of Meeting:

Notice of any Annual or Special Meetings of The Board of Officers shall be given to each Officer in person or by postal mail, telephone or email at least three (3) days before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Society may be considered and acted upon at a Special Meeting. Notice of any meeting may be waived by any Officer.

The attendance of an Officer at any meeting shall constitute a waiver of notice of that meeting except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of The Board of Officers need be specified in the notice or Waiver of Notice of such meeting unless specifically required by law or by these By-Laws.

5.7 Quorum:

Fifty percent (50%) of the Membership Elected Officers shall constitute a quorum at any meeting of The Board of Officers. The act of the majority of the Officers present at a meeting at which a quorum is in attendance shall constitute the action of such Board of Officers, except as otherwise required by law, or by these By-Laws.

5.8 Order of Business:

At meetings of The Board of Officers, matters pertaining to the purposes of this Society shall be considered in such order as said Board of Officers may determine. At all meetings of The Board of Officers, the President shall preside and in the absence of the President, a Chairman shall be chosen by The Board of Officers from among the Officers present. The Recording Secretary of the Society shall act as Recording Secretary of all meetings of The Board of Officers, but in the absence of the Recording Secretary, the presiding officer may appoint any person to act as Recording Secretary of the meeting.

5.9 Compensation:

Officers shall not receive any salary or remuneration for their services in the capacity of Officer.

5.10 Informal Action by Officers:

The Board of Officers or its committees may hold special meetings and conduct business over the telephone, or by email, or by other digital communication medium, and such actions shall be binding providing a valid effort has been made to contact each member of The Board of Officers or committee and providing that any action so taken is consistent with these By-Laws, any action taken with consent in writing or by telephone or through digital communication shall be the official action of The Board of Officers.

ARTICLE VI – COMMITTEES

6.1 Executive Committee:

The Board of Officers, by resolution adopted by a quorum of the Officers as defined in 5.7 of these By-Laws, may designate and appoint one or more Executive Committees, each of which shall consist of two or more Officers, such committees, to the extent provided in said resolution, shall have and exercise the authority of The Board of Officers in the management of the Society - provided, however, that no such committee shall have the authority of The Board of Officers in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Officer of the Society; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Society or Corporation; authorizing the sale, lease, exchange or mortgage of all or a major portion of the property and assets of the Society; authorizing the voluntary dissolution of the Society; or revoking proceedings thereof; adopting a plan for the distribution of the assets of the Society or amending, altering or repealing any resolution of The Board of Officers which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve The Board of Officers, or any individual Officer, of any responsibility imposed upon it or them by law.

6.2 Other Committees:

Other committees not having and exercising the authority of The Board of Officers in the management of the Society may be designated by a resolution adopted by a majority of the Officers or of the members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Society and the President of the Society shall appoint the members thereof, or may appoint the Chairman of such committee and request the Chairman appoint other members. Any members thereof may be removed by the person or persons authorized to appoint such members or by the President, whenever in their judgment the best interests of the Society shall be served by such removal.

6.3 Term of Office:

Each member of a committee shall continue as such until the end of the fiscal year for which appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.4 Vacancies:

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.5 Quorum:

Unless otherwise provided in the resolution of The Board of Officers designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.6 Rules:

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by The Board of Officers.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts:

The Board of Officers may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, etc.:

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of The Board of Officers.

7.3 Deposits:

All funds of the Society shall be deposited from to time to time, to the credit of the Society in such banks, trust companies or other depositories as The Board of Officers may approve.

7.4 Gifts:

The Board of Officers may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

ARTICLE VIII – BOOKS AND RECORDS

The Society shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of meetings of its members and Board of Officers, and shall keep at the registered or principal office a record, giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any Regular Member, or the Regular Member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX – MISCELLANEOUS PROVISIONS

9.1 Fiscal Year:

The fiscal year of the Society shall be June first to May thirty-first of the following calendar year; one complete year.

9.2 Seal:

The Seal of the Corporation may be utilized from time to time as approved by The Board of Officers as necessary when it is for reasons other than those specified in Section 4.6 Corresponding Secretary. The Seal of the Corporation may be replaced or updated from time to time as approved by The Board of Officers.

9.3 Notice and Waiver of Notice:

Whenever any Notice of Waiver is required to be given under the provisions of these By-Laws, said Notice shall be deemed to be sufficiently given by emailing the Corresponding Secretary utilizing the email address of record, and in such case the Corresponding Secretary is requesting Waiver the email shall be sent to the President, and such notice shall be deemed to have been given on the day of such emailing.

9.4 Resignations:

Any Officer may resign or member withdraw their membership in writing, including through email, at any time. Such resignation or withdrawal shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Corresponding Secretary. The acceptance of the resignation or withdrawal shall not be necessary to make it effective, unless expressly so provided for in the written notice.

ARTICLE X – BY-LAWS

The right and power to alter, amend, or repeal the By-Laws or to adopt new By-Laws for the Corporation is and shall be retained by the Regular Members of the Society. These By-Laws may be altered, amended or repealed or new By-Laws may be adopted by favorable vote of a majority of the members at a General Meeting or at any Special Meeting when notice of the meeting and of its purpose having been given to all Regular Members. Entry into force of a By-Laws revision or adoption may be immediately, on a specified date, or on the first day of the next fiscal year, as determined by the Board of Officers and presented to the members before the revision vote is taken.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the Corporation "Houston Conchology Society, Inc." for any reason, all remaining property, real and personal shall not revert to any individual or member, but shall be distributed to one or more organizations of a similar type which shall have been granted exemption under Section 501(c)(3) of the 1954 Internal Revenue Code.