

New Proposed By-laws of  
South Texas Botanical Gardens & Nature Center  
(Draft Date: April 15, 2008)

Article I  
**Name**

The name of the corporation shall be **South Texas Botanical Gardens & Nature Center**. The corporation shall have authority to do business as the **South Texas Botanical Gardens & Nature Center (STBG&NC)**.

Article II  
**Purpose and Mission**

**The South Texas Botanical Gardens & Nature Center** shall advance the knowledge and appreciation of plants and the environment in relation to personal and community education, well-being, and scientific knowledge. It shall conserve, preserve, display, and interpret native and adapted flora and fauna of South Texas for area residents and visitors.

Article III  
**Non-profit Status**

The STBG&NC is a non-profit corporation and will be organized and operated exclusively for charitable and educational purposes. No part of its net earnings shall inure to the benefit of any member, officer, trustee, director or private individual; nor shall it ever declare or make to any such persons any dividend or other distribution. No action shall be taken to jeopardize its federal income tax status under Internal Revenue Code Section 501C(3), as amended.

Article IV  
**Board of Directors**

Section 1—Composition of the Board of Directors

The South Texas Botanical Garden & Nature Center Board consists of:

- A. General Board of Directors
- B. Executive Committee (includes officers)
- C. Education Advisory Board
- D. South Texas Regional Advisory Board
- E. Emeritus Directors

Section 2: Number of Members, Voting Rights

- A. There may be up to 75 members of the Board of Directors, including the Executive Committee, each of whom shall have one vote, exercisable in person.
- B. The Executive Committee shall be nine in number. It shall include: Officers of the Board--President, Vice-President, Secretary, Treasurer, plus five other Board members, plus other officer positions if created.

- C. Advisory Board  
From time to time, the President may appoint individuals to serve in an advisory capacity. These individuals shall have no fiduciary responsibility or voting privileges. There is no minimum or maximum number of Advisory Board. This group may be divided into Education Advisory Board, and Regional Advisory Board.
- D. Emeritus Board Members  
From time to time individuals who have demonstrated extraordinary commitment to the STBG&NC may be elected as Emeritus Directors. The individuals shall have no fiduciary responsibility but will have voting privileges. There is no maximum or minimum number of emeritus positions.

Section 3: Duties, Powers, Attendance Requirements of the Board of Directors

- A. Board of Directors, including Executive Committee

The Board of Directors shall set policy and support the STBG&NC consistent with the Articles of Incorporation, these By-laws or the Laws of the State of Texas. It also shall foster and encourages the purposes for which the STBG&NC has been formed. **Management responsibility and implementation may be delegated to the officers and the Executive Committee.**

Each member of the Board of Directors will maintain annual membership in the organization by paying annual dues, either via personal membership or corporate membership.

- B. Executive Committee

The officers of the STBG&NC shall be a President, Vice-President, Secretary, and Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.

The Executive Committee shall be responsible to the Board of Directors with full power to act in the operation of the Association between meetings of the Board of Directors. It shall report its actions and refer matters of policy to the Board of Directors. Meetings of the Executive Committee shall be held at such times as to be determined by the Chair.

- C. Duties of Officers

**1. President:** The President shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall supervise and control all of the business and affairs of the Corporation. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed.

**2. Vice-President:** The Vice-President shall perform the duties and exercise the powers of the President whenever the President is unable or unwilling to serve.

**3. Treasurer:** The Treasurer shall insure that records of all monies received and disbursed by this Corporation are kept. The treasurer shall cause to be prepared all financial reports, returns or statements and shall present an Annual Report thereof to the members and Board of Directors.

**4. Secretary:** The Secretary shall keep an accurate record of all proceedings of the STBG&NC. The Secretary shall also keep a record containing the names of all persons who are members and Directors, both present and historically.

In general, the officers shall have such authority and duties as are given by the by-laws.

#### Section 4: Nomination of Board of Directors

The Nominating Committee will be appointed by the President and may include ex-officio staff members. Nominations of Board of Directors, Executive Committee, and officers will be presented at the annual election. A slate of candidates up to the total number needed to fill the Board of Directors will be presented.

#### Section 5: Annual Election and Term of Office of Board of Directors

- A. Directors shall be elected by the current Board of Directors at the annual election meeting of the Board of Directors. Those receiving a plurality of the votes of directors voting at such election shall be considered duly elected and take office following the meeting.
- B. Directors shall be elected for terms of three years. There shall be no limit as to the number of consecutive terms served. The terms of no less than one-third of the total number of Board of Directors members shall expire each year.
- C. The officers of the STBG&NC shall be elected annually at the annual election meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified.

#### Section 6. Attendance Requirement

A Director who fails to attend at least fifty percent of the regular meetings of the Board of Directors per year shall be dropped from membership on the Board, unless approved as an exception by the Board. Directors living outside the Corpus Christi area, as defined by these by laws, are exempt from this attendance requirement.

### Section 7. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

### Section 8. Vacancies

Vacancies on the Board of Directors may be filled by the vote of the majority of the Board present and voting for the unexpired term after submission of nominations by the nominating committee. This vote may be taken at a regularly scheduled Board of Directors meeting.

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

### Section 9. Quorums

Board of Directors Meeting: Ten (10) directors shall constitute a quorum.

Executive Committee Meeting: A majority of the members of the Executive Committee shall constitute a quorum.

## Article V

### **Executive Director**

- A.** The Executive Director of the STBG&NC shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board of Directors. The compensation and other terms of employment of the Executive Director shall be determined by the Executive Committee.
- B.** The Executive Director shall be entitled to all the rights and privileges of a Board of Directors member, but shall not vote or be counted in determining the existence of a quorum.
- C.** An annual review of the performance of the Executive Director will be performed by the President, Vice-President and immediate Past President and will be provided to the Executive Committee or other Executive Committees as appointed by the President.
- D.** The Executive Director shall direct, manage, and control the affairs and business of the STBG&NC, with final authority in such matters remaining with the Executive Committee. The Executive Director may sign contracts and other documents in the name of the corporation which are consistent with the budget adopted by the Executive Committee. Any contract obligating the STBG&NC to expenditures greater than \$2500 must receive prior authorization of the Executive Committee unless included in the previously approved budget.

Article VI  
**Indemnification of Board of Directors**

The STBG&NC , to the fullest extent allowed under Article 1396-2.22A of the Texas Non-Profit Corporation Act (“The Corporate Indemnity Provision”) hereby indemnifies all board members of the corporation from all cost, liability, and expense (including attorneys’ fees and court cost) incurred or arising out of any Proceeding (as such term is defined in the Corporate Indemnity Provision) in the event it is determined, as provided in the Corporate Indemnity Provision, that the (1)applicable board member conducted himself or herself in good faith, and (2) reasonably believed (a) in the case of conduct in his or her official capacity as a board member of the STBG&NC , that his or her conduct was in the corporation’s best interest, and (b) in all other cases, that his or her conduct was at least not opposed to the STBG&NC’s best interests.

Article VII  
**Meetings of the Board of Directors and Executive Committee**

**Section 1: Meetings of the Board of Directors**

- A. Regular meetings of the Board of Directors shall be held at least quarterly unless otherwise specified by the President.
- B. The annual election meeting of the Board of Directors shall be held at the final full board of Directors meeting of the year.
- C. Call meeting of the Board of Directors shall be held upon the written request of five (5) Directors.
- D. Emergency meeting of the Board of Directors can be held upon the request of the President.

**Section 2: Meetings of the Executive Committee**

- A. Regular meetings of the Executive Committee shall be held monthly unless otherwise specified by the President.

**Section 3: Proxies**

A Board of Director member may vote in person or by proxy executed in writing by the trustee. Electronic mail may constitute a proxy in writing. No proxy shall be valid after one (1) month from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable.

**Section 4: Notices**

A written, printed, or electronic notice of the Board of Director’s meeting stating the time, day and hour of the meeting shall be required to be delivered to each Board of Director not less than ten days before the date of the meeting.

Article VIII  
**Amendment and Repeal**

These Bylaws may be altered, amended or repealed, in whole or in part, at any meeting of the Board of Directors by a vote of 2/3 of the directors, present and voting, provided that written notice of the proposed alteration, amendment or repeal shall be included in the notice of such meeting. Notice can be mailed or sent electronically.

Article IX  
**Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

**These bylaws have been adopted by the Board of Directors at a meeting duly held on**

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