

# **BYLAWS**

## **Paleontological Society of Austin**

A TEXAS NON-PROFIT ORGANIZATION

### ***ARTICLE I - Membership, Dues and Fees***

1. Requirement of membership is the payment of dues.
2. All members shall be of good character.
3. Honorary membership can be awarded by the recommendation of an active member and voted in by a majority present at the annual business meeting,
4. Dues amounts are established at the annual business meeting. Membership categories are 'individual', 'family' or 'associate'. Voting members consist of either adult individual or adult family members whose dues are current.
5. Associate members are non-voting and receive the newsletter, but are not otherwise active.
6. Dues shall become payable January 1st and shall become past-due on March 15th. Dues received after October 31 are credited to the following year.
7. All new members shall have available for review upon request a copy of the Articles and Bylaws
8. Dues paid by voting members shall include South Central Federation of Mineral Societies membership dues.
9. This Society shall be affiliated with and maintain an active membership in the Mid-America Paleontological Society.

### ***ARTICLE II - Meetings***

1. Monthly meetings shall be scheduled at a time and place as determined by the Board of Directors. A calendar of forthcoming meetings shall be published in the newsletter. Meeting minutes shall be published in the Newsletter and any changes or corrections shall be made at the next meeting.
2. To constitute a regular meeting, a member of the Board and a quorum of the membership must be present. A quorum for the regular meetings is defined as one-tenth of the voting membership.
3. The November meeting shall be the annual business meeting for the election of Officers, Board of Directors and honorary members.

### ***ARTICLE III - Officers***

1. Election of officers shall be held in November of each year with the new officers assuming their duties on January 1. Term of these officers shall be one year.

2. Officers shall be nominated for election by a nominating committee appointed by the President and/or by open nominations from the floor.
3. Officers shall be active members elected by a majority vote. No person shall hold more than one elected office at one time.
4. Vacancies shall be filled for the balance of the term by the Board of Directors.
5. Officers of this Society shall be: President, Vice-President, Secretary and Treasurer.
6. Vacancies shall be filled for the balance of the term of office by the Board of Directors.
7. President. The duties of the President shall be to preside over all meetings of the organization, appoint all committees deemed necessary, and see that the activities of the organization are designed to carry out the purpose of the Society.
8. Vice-President. The duties of the Vice-President shall be to perform the duties of the President in the President's absence. The Vice-President shall perform such other duties from time to time as may be assigned by the President or the Board of Directors.
9. Secretary. The duties of the Secretary are to keep and report the minutes of all meetings of the Society, and to maintain membership records and conduct correspondence as necessary, and to perform all duties incident to the office of the Secretary and such other duties from time to time as may be assigned by the President or the Board of Directors.
10. Treasurer. The Treasurer is charged with the custody of the Society's finances, and has authority to pay all bills recommended by the Board and approved by the membership and to report all information to the members. In general, perform all the duties incident to the office of the Treasurer and such other duties from time to time as may be assigned by the President or the Board of Directors. Treasurer is responsible for payment of Society's dues to the South Central Federation of Mineralogists by the 1st of January according to the Constitution and Bylaws of the SCFM, Article II, Dues Section 2 and 3.

#### ***ARTICLE IV – Board of Directors***

1. The affairs of the corporation shall be managed by its Board of Directors.
2. Committee Chairmen, Society members or persons having business with the society may attend any meetings of the Board of Directors.
3. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and three other active members elected to the Board at the annual business meeting.
4. The Board of Directors shall meet a least three times a year.
5. At the first monthly meeting following the election of a new Board they will present a proposed yearly budget to be voted on by the members.
6. Special meetings of the Board of Directors may be called by, or at the request of, the President or any two Directors.

7. Quorum - a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
8. Minutes of the Board of Directors' meetings and actions taken shall be presented to the Society at the following meeting. The Society may accept or reject these minutes.
9. Informal Action by the Board of Directors - Any action required by law to be taken to the Board of Directors or any action which may be taken at a meeting of Directors, may be taken without a meeting, if consent in writing setting forth the action so taken, shall be signed by all the Directors.
10. In case of a Board vacancy in a given year, the Board of Directors shall appoint a new member to serve for the remainder of the year.

#### ***ARTICLE V - Compensation***

1. Directors and officers shall not receive any compensation for their services.

#### ***ARTICLE VI - Committees***

1. There shall be standing committees appointed as needed by the Board of Directors.

#### ***ARTICLE VII - Authority***

1. Robert's Rules of Order, Revised, shall govern this Society in all cases where applicable and in which they are not inconsistent with the Bylaws.

#### ***ARTICLE VIII - Fiscal Year***

2. The fiscal year shall begin on January 1 and end on December 31 of each year.

#### ***ARTICLE IX - Amendments***

1. Approval to change the bylaws shall be two-thirds of majority of responding members.
2. Responding member shall be a member responding in writing or voting at the meeting.
3. Members will receive notice of any proposed changes in the bylaws at least twenty (20) days prior to the meeting at which the amendment will be voted on. Notification of amendments of bylaws shall be included in the minutes of the meeting.

#### ***ARTICLE X - Waiver of Notice***

1. Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation/organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether it be before or after the time stated therein, shall be deemed equal to the giving of such notice.

## ***ARTICLE XI - Acceptance***

1. Upon acceptance, these Bylaws shall become effective immediately.