

Bylaws of
The San Elizario Genealogy and Historical Society
A Texas Non-Profit Corporation
Amended and Restated

Article I Name and Type, Location

Section 1. Name and Type. The name of this Society is San Elizario Genealogy & Historical Society, hereinafter referred as SEGHS or Society, which is a non-profit corporation.

Section 2. Location. The principal location of the Society is in San Elizario (El Paso County), Texas.

Article II Purpose

Section 1. Purpose. The purpose for which the Society is organized is for the declared educational purpose of perpetuating the memory and the spirit of the settlers and subsequent generations of San Elizario, Texas and to encourage genealogical research into the families of the region.

Section 2. General Purpose. The Society is organized for exclusively charitable and educational purposes within the meaning of section 501c3 of the Internal Revenue Code of 1986, as amended (the "Code"). The Society shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501c3 of the Code or any corresponding statutes hereafter in effect, or by an organization to which contributions are deductible under Section 170(a) of the Code. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article II.

Article III. Membership

Section 1. Membership. Any individual, organization or entity willing to promote the mission and objectives of the SEGHS, upon application and payment of the prescribed dues, may be eligible for membership, subject to such limitations as the Society may impose.

Section 2. Membership Classifications. Memberships shall be classified as follows:

A. Individual Membership. Any individual who submits an application form for the current year and pays dues for the year shall be considered a member in good standing. An individual member will have the right to vote at regular SEGHS meetings and receive a copy of the Newsletter. For the purposes of voting for Officers and Directors, must be a member in good standing for a minimum of six months.

B. Joint Membership. Two individuals living in the **same household** who submit an application form for the current year and pay dues at the individual rate for the year shall be considered members in good standing. Each shall have all the rights of an Individual Membership to cast a vote at regular SEGHS meetings. Each household will receive one copy of the SEGHS quarterly Newsletter.

C. Student Membership. A high school student who submits an application form for the current year and pays dues for the current year shall be considered a member in good standing with full Individual Membership rights, except that to be a Board member must be at least 18 years old.

D. Life Membership. The title "Life Member" may be bestowed on an individual who has served the Society in an extraordinary capacity, upon the recommendation of the Board, and a majority vote at a regular membership meeting. A Life Member shall not be required to pay dues, shall receive the Newsletter, and have the rights of an Individual Membership.

E. Group Membership. An organization or entity that submits an application form for the current year and pays dues for the current year shall be considered a member in good standing. Representatives of a Group Membership may attend meetings and voice opinions; however, they shall not have the right to vote, nor shall have the right to hold an elected office. The Group will receive one Newsletter.

ARTICLE IV Dues

Section 1. Annual Dues. Dues for all Membership classes are determined by the Board and are approved by a majority vote at the January Regular Membership meeting.

ARTICLE V Authority and Duties of Officers

Section 1. Officers. The Officers of the Society shall be the President, Vice-President, Secretary, and Treasurer. Officers are members of the Board and shall be subject to the rights and duties of a Board Director.

Section 2. Election of Officers. The Officers shall be elected by the Board and confirmed by membership at the Annual Meeting held in December and shall hold office until their term of office expires and their successors are duly elected and qualified, or until their earlier death, resignation, retirement, disqualification or removal from office.

Section 3. Qualifications. Each person seeking nomination for Officer must possess the following qualifications:

- Must have been an active member of the SEGHS for at least one year; and
- must be a resident, former resident or a descendant of a resident of San Elizario.

Section 4. Term of Office. Term of office shall be two years. No officer may serve more than two consecutive terms in the same office and no officer shall hold two offices concurrently.

Article VI Duties of Officers

Section 1. President. The President shall call and preside at all meetings, including Special Meetings of the Board, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Society in accordance with the policies and directives approved by the Board. The President shall appoint committees and serve as a non-voting ex-officio member of all committees. The President shall cosign all organization checks with the Treasurer, as authorized by the Board. The President shall sign contracts or legal binding instruments, as authorized by the Board.

Section 2. Vice-President. The Vice-President shall be responsible for program presentations at a regular meeting and special events in conjunction with the committee. The Vice-President shall preside at meetings in the absence of the President. The Vice-President shall assume the office of President when the President is unable to fulfill such duties. The Vice President shall perform such other duties and have such other powers as the Board may from time to time prescribe by resolution or as the President may from time to time provide, subject to the powers and supervision of the Board.

Section 3. Secretary. The Secretary shall record the minutes of all proceedings of the Society. The Secretary shall conduct the general correspondence and maintain the **Corporate Record Book**¹ and shall give or cause to be given all notices in accordance with these bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary.

Section 4. Treasurer. The Treasurer shall be responsible for all funds and securities of the Society. He or she shall keep complete and accurate accounts of receipts and disbursements of the Society and shall deposit money and other valuable property of the Society in the name and to the credit of the Society in banks or depositories designated by the Board. The Treasurer shall collect and receive all funds due the Society and said funds shall be deposited with the Society's authorized financial institution. The Treasurer shall maintain money accounts and accurate financial records.

The Treasurer shall co-sign the Society's checks along with the President, as authorized. The Treasurer shall be the custodian of the Society's checkbook/s, debit card, financial records, and contracts. The Treasurer shall submit a financial report, at all monthly meetings, prepare an annual financial report at the end of the fiscal year for internal audit, and file required tax reports and forms. The Treasurer shall insure proper accountability of funds from committees provided funds. The Treasurer shall issue a receipt for each cash transaction. Expenditure reimbursements shall be accompanied by receipts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Society and shall perform all other duties incident to the office of Treasurer, subject to the supervision of the Board.

If required by the Board, the Treasurer shall give such bond or security for the faithful performance of his or her duties, for which the Treasurer shall be reimbursed.

Section 5. Resignation. Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

Section 6. Removal of Officers. Any Officer may be removed, with cause, by majority vote of the Board and confirmation by majority vote of the membership. Any officer under consideration for removal must first be notified about the consideration by written notice at least five days before the meeting at which the vote takes place.

¹ The corporate record book is a physical and electronic copy of all corporate records and proceedings. It must include, but not limited to, federal and state required official and legal documents of SEGHS: Articles of Incorporation, Bylaws, Meeting Minutes, 501.c3 IRS Approval Letter, Business License(s), Permits, Board Member List, Annual and Financial Reports.

Section 7. Vacancies. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired term.

Article VII Board of Directors

The Board of Directors, including Officers, (“the Board”) is the policy-making body and may exercise all the powers and authority granted to the SEGHS by law. The Board shall oversee SEGHS operations. The Board shall provide leadership and direction to the Society through policy formulation, fundraising, oversight of the financial stability of the organization, and adherence to these Bylaws. Policy decisions of the Board must be ratified by the membership. The Board in addition shall ensure an audit is completed at the end of each fiscal year and ensure all proper tax forms completed.

Section 1. Number of Directors and Quorum. The Board shall not be less than three (3) or more than thirteen (13). A majority of the number of Officers and Directors constituting the Board Directors shall constitute a quorum for the purposes of convening a meeting of the Board or conducting business.

Section 2. Qualifications. Each person seeking nomination for Director must possess the following qualifications:

- Must have been an active member of the SEGHS for at least one year; and
- Must be a resident, former resident or a descendant of a resident of San Elizario.

Section 3. Election. The Directors shall be nominated from the membership not less than 60 days before the Annual Meeting. An Ad Hoc Committee appointed by the current Board shall screen nominees for compliance with Section 2 of this Article and publish nominees to the Membership no less than 30 days before the Annual Meeting. The Directors shall be elected by a majority membership present at the Membership Annual Meeting held in December. Election and installation of Directors will coincide with the election and installation of Officers.

Section 4. The Term of Directors. The term shall be staggered with Directors elected of odd numbered calendar years and others elected on even numbered calendar years. Directors are elected for two years and must be current in their dues to hold office. No Director may serve more than two consecutive terms in the same office.

Section 5. Ex Officio Directors. The Board may designate, from time to time, one or more persons as ex officio Directors who shall serve in that capacity at the discretion of the Board. Such persons shall be entitled to receive notices of and to attend meetings of the Board but shall have no right to vote and shall have no duties or liabilities of a director, all in accordance with Section 22.210 of the TBOC.

Section 6. Compensation. Officers and Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Society, as long as a majority of disinterested Directors approve the reimbursement. The Society shall not loan money or property to, or guarantee the obligation of, any officer or director.

Section 7. Filling of Vacancies. Any vacancy occurring in the Board resulting from the death, resignation, retirement, disqualification or removal of a director may be filled by a majority vote of the Board then in office. Any officer or director so chosen shall hold office for the remainder of the full term of the vacancy to which the new directorship was added or in which the vacancy occurred and until his or her successor has been elected and qualified, subject, however, to such director's earlier death, resignation, retirement, disqualification or removal.

Section 8. Newly Created Directorships. Any newly created directorships created more than six (6) months before the Annual Meeting resulting in an increase in the number of Directors shall be filled by majority vote of the Board and shall hold office for the remainder of the current year.

Section 9. Resignation. Any director may resign at any time by delivering written notice to the SEGHS. Such resignation shall take effect upon receipt of the notice or, if later, at the time specified in the notice.

Section 10. Removal. Any director may be removed with cause, at any time, by a majority of the entire Board, at a regular meeting or at a special meeting called for that purpose. Any director under consideration for removal must first be notified about the consideration by written notice at least five days before the meeting at which the vote takes place.

Section 11. Indemnification Insurance. The Society will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

Section 12. Indemnification. To the extent permitted by law, any Board member made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he/she is or was a Director or Officer of the SEGHS shall be indemnified by the SEGHS against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 13. Limits on Indemnification. Notwithstanding the above, the Society will indemnify a person only if he/she acted in good faith and reasonably believed that his/her conduct was in the Society's best interests. In the case of a criminal proceeding, the person may be indemnified only if he/she had no reasonable cause to believe his/her conduct was unlawful.

Article VIII Board Meetings

Section 1. Place of Board Meetings. Meetings of the Board shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board.

Section 2. Regular Meetings. Board meetings shall be held at least 10 times per year.

Section 3. Special Meetings. Special meetings of the Board may be called by the President. A special meeting may be also be called by the Secretary on the written request of three or more directors. Notice of the date, time and place of special meetings of the Board shall be given to each director personally telephone, text, e-mail at least 24 hours prior to the meeting. Any and all

business that may be transacted at a regular meeting of the Board may be transacted at a special meeting.

Section 4. Proxy Voting Permitted. A director may vote by proxy executed in writing by such director and granted to any other director or the secretary of the meeting; provided, however, that no proxy shall only be for the date the proxy is executed.

Section 5. Waiver of Notice. Attendance by a director at any meeting of the Board for which the director did not receive the required notice will constitute a waiver of notice of such meeting unless the director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 6. Meetings by Remote Communications Technology. A meeting of the Board or any committee designated by the Board may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. If voting is to occur at the meeting, the Secretary of the meeting shall take reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or other action taken.

Section 7. Parliamentary Authority. Robert's Rules of Order, most recent addition, shall govern the conduct of business in all cases in which they are not in conflict with these bylaws.

ARTICLE IX. Special Appointments

Section 1. Parliamentarian

A Parliamentarian is an expert in rules of order and the proper procedures for the conduct of meetings. Parliamentarians assist in the interpretation of bylaws and rules of order, and the planning and conduct of meetings. The role of the parliamentarian is to be a resource to the President, to assist the President in the conduct of the meeting. The parliamentarian gives guidance and support during the meeting.

Article X Committees

The following committees shall be standing committees headed by a chairperson appointed annually by the President and confirmed by the Board. The President may appoint *Ad hoc* committees for special or specific purposes with the term of office stated in the appointment.

Section 1. Procedures. Unless the Board otherwise provides, the time, date, place, if any, and notice of meetings of a committee shall be determined by such committee. At meetings of a committee, a majority of the number of members of the committee shall constitute a quorum for the transaction of business. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.

Section 2. Funding. Funding for all SEGHS activities, projects, events, and committees shall be from collection of Dues, Solicitation of Donations, Fundraising, Giftshop Sales, and Grants.

Section 3. Standing Committees

A. Budget and Finance Committee

The Budget and Finance Committee shall provide financial analysis, advice, and oversight of the organizations budget. Their responsibility is to ensure the organization is operating with the financial resources it needs to provide programs and services to the community. The scope of work for the Budget and Finance Committee includes ensuring that accurate and complete financial records are maintained and presented monthly to the board, overseeing budget preparation and financial planning, and safeguarding the organization's assets.

B. Audit Committee

The books of the Treasurer shall be audited by a three (3) member committee appointed by the President at the end of the fiscal year. The President shall insure, through the Treasurer, an audit of any standing or special committee handling funds upon completion of their assigned term or activity and provide the Board a copy of audits. If an independent review of the organization's systems is deemed necessary, the Audit Committee shall be responsible for interviewing auditors, reviewing bids, recommending selection of an auditor to the board, receiving the auditor's report and responding to the auditor's recommendations. Membership of the Audit Committee and the Budget and Finance Committee shall not overlap.

C. Development, Fundraising, and Grants Committee

The Development, Fundraising, and Grants Committee shall be responsible for raising capital and operating funds necessary to fulfill the purposes of the organization. This committee shall oversee the organizations overall fundraising, including soliciting donations, planning and conducting fundraising events, and applying for grants.

D. Genealogy Committee

The Genealogy Committee purpose is to further the study of genealogy through meetings, lectures, seminars, workshops and volunteering in the Genealogy Center. It will be responsible for creating the policy and procedures for assisting SEGHS members and museum guests research their family genealogy. Assistance will include study through archived family trees and electronic genealogy tools.

E. History Committee

The History Committee preserves and protects San Elizario's history through its stories, architecture and cultural landmarks for the education and benefit of the present and future generations. The Committee will also gather, evaluate, preserve and safeguard those materials that are the evidence of historical activities over the years. These include documents, publications, physical objects (artifacts) and sound and visual materials.

F. Membership

The Membership Committee shall record attendance of members and guests. The committee shall encourage new membership, make membership applications available, encourage timely renewal of membership, maintain current list of members with contact information, renewal dates, and make available to other committees such list, as needed.

G. Los Portales and Old County Jail Museums

This Committee makes recommendations regarding the acquisition of exhibits, travel exhibits, fund raising, and business practices. It will advise the board on policy development, develops guidelines for day-to-day operation and management of the museums.

H. Public Relations

The Public Relations Committee shall handle all matters that relate to effective and clear communication from SEGHS in order to help the organization present a cohesive message in accordance with the SEHGS Articles of Incorporation. It also oversees the production and promotion of internet-based materials and resources to better showcase SEGHS programs and activities to SEGHS members and to the public.

I. Community Engagement

The Community Engagement Committee may, from time to time, after Board approval, collaborate with the area's nonprofit organizations in matters of mutual concern, in accordance with SEHGS Articles of Incorporation.

J. Veterans Committee

The Veterans Committee organizes, manages, coordinates and operates the Annual Veterans' Day Parade, Veterans Museum, Memorial Brick Walk, Honor the Fallen of San Elizario, conduct fundraisers, and participates community events that promotes veterans. The committee shall encourage new membership, hold regular meetings, fundraise, sell brick memorials, and submit information to the newsletter. The committee is encouraged to participate with other area Veterans groups in honoring local deceased veterans.

ARTICLE XI Events

The following events define the Society's historical culture and will be held annually. Members and their families, the community-at-large and all interested in the history and culture of San Elizario are invited to participate.

Section 1. Annual Conference. The Annual Conference offers a series of lectures and presentations to advance the knowledge, research skills and historical resources in the pursuit of knowledge and appreciation of San Elizario ancestors.

Section 2. Annual Founders' Luncheon. The Founders' Luncheon is an annual tradition that honors San Elizario's founding families by remembering our ancestors, telling their stories and highlighting their experiences in San Elizario. The event also honors the elders among us and presents an opportunity to share their memories about their families and about San Elizario. It is an event that brings together families and friends to reminisce and carry-on family stories to younger generations.

Section 3. Traditional Christmas Festivities. Luminarias, Posadas, and piñatas and gifts for the children, traditional foods (tamales, champurrado, menudo) make up a holiday festival that brings together the old and the current for the community of San Elizario.

Article XII. General Provisions

Section 1. Method of Notice. Whenever by law, the Certificate of Formation, or these Bylaws, notice is required to be given to any Member or Director, it shall not be construed to mean personal notice, but any such notice may be given in writing in any of the following methods:

- (i) In person;
- (ii) By mail, postage prepaid, addressed to such person at her address as it appears in the records of the Society;
- (iii) By electronic transmission, including email; or

Communicated by some other form of electronic transmission, in each case to a number or address as it appears on the books of the Society and provided by the recipient. Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail. All notices shall be deemed to have been received no later than actual receipt. It shall be the duty of any Director and member to register her/his physical and electronic address with the Secretary of the Society.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of law, of the Certificate of Formation, or of these Bylaws, a waiver thereof in writing or by electronic transmission, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Contracts. The Board may authorize any officer, director, or agent of the Society to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Society. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Section 4. Books and Records. The Society shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5. Inspection Rights. Any Officer or Director may, by written request, inspect and receive copies of all the corporate books and records required to be kept under the Bylaws if he/she has a proper purpose related to his interest in the Society. Reasonable costs may be assessed with such inspection.

Section 6. Gifts. The Board may accept on behalf of the Society any contribution, gift, bequest, or devise for the nonprofit purposes of this Society.

Section 7. Fiscal Year. The fiscal year of the Society shall be fixed as the calendar year.

Section 8. Construction. These Bylaws will be construed under Texas law. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (i) The remainder of these Bylaws shall be considered valid and operative; and
- (ii) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 9. Time Periods. In applying any provision of these Bylaws which require that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

Section 10. Amendments. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Voting Members pursuant to Article III, Section 2., and provided advance publication and notice of 30 days shall have been given.

Section 11. Adoption. The Society hereby adopts these Amended and Restated Bylaws, which restate, amend and supersede the bylaws of the Society, as previously amended in 2013, in their entirety.

Section 12. Dissolution

In the event the Society finds it necessary to dissolve, the assets of the organization shall be distributed exclusively to charitable organizations of similar nature, which would qualify under the provisions of Section 501(c)(3) of the Revenue Code and the regulations of the IRS as they now exist or may be hereafter amended. Any such assets, not so disposed of shall be disposed by a Court of Competent Jurisdiction located within El Paso County which the principal office of the organization is located.

I, the undersigned, being the President and the Secretary of San Elizario Genealogy and Historical Society, a Texas non-profit Society, DO HEREBY CERTIFY THAT the foregoing are the Bylaws of said Society, as adopted by the Voting Members of said Society on the 11th day of April, 2021.

President

Secretary

Bylaws Committee:

- Patricia A. Macías, Chair
- Margaret Malek
- George Sanchez
- Lillian Trujillo
- Elizabeth Baker