

GCAM BYLAWS

- I. NAME. The official name of the corporation shall be "Gulf Coast Archive and Museum of Gay, Lesbian, Bisexual & Transgender History, Inc.," hereinafter referred to as "the corporation."
- II. REGISTERED OFFICE AND AGENT. The corporation shall maintain a permanent address and registered agent with the Secretary of State of Texas as required by law and updated as needed by its registered agent.
- III. PURPOSE. The objectives of the corporation shall be to collect, preserve and provide access to historical items from the gay, lesbian, bisexual and transgender community in the gulf coast area of Texas in the United States. It shall also be to encourage education and research and to sponsor meetings for the communication and display of collected materials. The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, as well as the non-profit corporation act of the state of Texas.
- IV. POLICIES and PROCEDURES. The secretary of the corporation shall maintain a document of policies and procedures, which shall be updated periodically by a majority of the membership voting at a meeting. They shall be adhered to at all times when conducting business of the corporation. They shall be distributed to the membership at least annually and after any major amendments.
- V. MEMBERSHIP. Any person may become a member of the corporation by payment of dues, as set by the membership at the annual meeting upon recommendation by the board of governors. Additional requirements for membership and the payment thereof, shall be incorporated as a part of the Policies and Procedures document.
- VI. OFFICERS AND ELECTIONS.
 - A. Executive Officers
 1. The executive officers shall, together, comprise the executive committee.
 2. In addition, ex-officio members of the executive committee shall include a perpetual board consisting of members (or former members) as appointed by the membership.
 3. A majority of the perpetual board at an executive committee meeting has veto power over decisions made by the executive committee and decisions overturned in this manner can only be overturned again by a 2/3 majority vote of the membership present at a regular membership meeting.
 - B. For purposes of incorporation, the chair, vice-chair, secretary and treasurer shall be considered the directors of the corporation.
 - C. Executive officers may not simultaneously hold a board of governors position.
 - D. Any member shall be eligible to self nominate as a candidate for an officer. Officers shall be elected by a majority vote of members attending the meeting, and shall take office upon the adjournment of the meeting wherein they are elected.
 - E. The terms of office for executive officers shall be two years, with election of the chair and secretary in even-numbered years, and vice-chair and treasurer in odd-numbered years or when a vacancy occurs.
 - F. The executive officers may appoint an acting officer in the event of vacancy, until such time as the membership elects a new officer.
 - G. Duties of the executive officers shall be maintained in the Policies and Procedures document.
 - H. An Executive officer can be removed by the following procedure:
 1. Motion and second to remove officer at a regular meeting.
 2. Publication of notice to vote on removal.
 3. Vote at the next regular meeting. Removal requires ¾ vote of members present.
- VII. BOARD OF GOVERNORS.

- A. The board of governors shall consist of nine members.
- B. The board of governors shall elect their own officers.
- C. The board of governors shall establish their own rules and shall maintain a written set of rules and procedures.
- D. Any member shall be eligible to self nominate as a candidate for a board of governors position. Board of governors members shall be elected by a majority vote of members attending the meeting, and shall take office upon the adjournment of the meeting wherein they are elected.
- E. The terms of office for the board of governors shall be three years. Board of governors positions 1, 2, & 3 shall be elected in years divisible by 3 (2001, 2004, ...); positions 4, 5, & 6 in the year prior to 1, 2, & 3 (2000, 2003, ...); positions 7, 8, & 9 in the year prior to 4, 5, & 6 (1999, 2002, ...). Elections shall occur at the annual meeting as specified, or at any meeting when a vacancy occurs.
- F. Duties of the board shall be maintained in the Policies and Procedures document.

VIII. ADVISORY BOARD

- A. The advisory board shall consist of three or more members.
- B. The advisory board shall be appointed by the Executive Officers, with approval by the membership.
- C. There shall be no set terms for the advisory board.
- D. An advisory board member may be removed by a recommendation of the Executive Officers to the membership.
- E. Duties of the advisory board shall be maintained in the Policies and Procedures document.

- IX. FINANCES. Necessary expenses of the corporation as determined by the officers shall be paid from the treasury of the corporation, but in no year shall the total expenses of the corporation exceed the sum of monies available to the corporation. No officer or member of the corporation shall have authority to incur expenses in the name of the corporation beyond reasonable operating costs, except as specified above after a vote of the membership.

- X. MEETINGS. The corporation shall hold an annual business meeting each year in the month of October. Additionally, the corporation may set meetings at other times and places at the call of the officers of the corporation, as specified in the policies and procedures, or when ten members of the corporation request a meeting of any officer of the corporation.

- XI. QUORUM. The members present at any meeting shall constitute a quorum.

XII. NOTICE.

- A. Regular Meetings. Regular meetings as set by the Policies and Procedures shall not require special notice. E-mail notice will be sent to the GCAM list. An agenda for the regular meeting will be provided for attendees just prior to the meeting. There will be time at the beginning of the meeting for any agenda items to be considered as additions.
- B. Special Meetings. Written notice of any special meeting of the corporation shall be given each member of the corporation at least 10 days in advance. Publication of a notice of a special meeting in the corporation newsletter shall constitute adequate notice. Written notice shall also include the agenda for said meeting. In an emergency situation, a special meeting may be called without written notice, by notifying all members via telephone a minimum of 5 days in advance, and may only consist of a single issue which must be disclosed in the verbal notice.

- XIII. EXECUTION OF INSTRUMENTS. The officers of the corporation, except as otherwise provided in these bylaws, may by resolution of the membership authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

XIV. BOOKS AND RECORDS

- A. Maintenance of Corporate Records. The corporation shall keep at its principle office:
1. Minutes of all meetings of corporate officers and committees of the corporation indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
 2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses
 3. A record of the members indicating their names and addresses, and the termination date of any membership.
 4. A copy of the articles of incorporation, bylaws, and policies and procedures as amended to date.
- B. Inspection Rights. Any person, upon formal written request, shall have the right at any reasonable time, to inspect and copy at requestor's expense all books, records and documents of every kind and to inspect the physical properties of the corporation as required under the articles of incorporation, bylaws, policies and procedures, and as provided by law.

XV. TAX EXEMPTION PROVISION.

- A. Limitations on Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by section 501(h) of the IRC], and the corporation shall not endorse, lobby, contribute money, participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for political office.
- B. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the IRC, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC.
- C. Prohibition against Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.
- D. Distribution of Assets. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRC or shall be distributed to the federal government, or to a state or local government, for a public purpose, as voted on by the membership. The preferential distribution shall be to some other GLBT Archival Institution which falls under the codes listed herein.

XVI. CONSTRUCTION AND TERMS. If there is any conflict between the provision of the bylaws and the articles of incorporation, the articles of corporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

XVII. Except wherein these bylaws correct or conflict, the organizational rules of order shall be consistent with Robert's Rules of Order.

XVIII. AMENDMENT. These bylaws may be amended by a two-thirds vote of the members attending any business meeting of the corporation, provided that notice of the proposed amendment has been supplied to members of the corporation in writing with the notice of the business meeting.

As secretary of the corporation, I hereby certify that these are the bylaws of the corporation, as amended on the 3rd of September, 2012.

Tootsie Zeis, Secretary