

**BYLAWS  
OF THE  
EAST END HISTORICAL DISTRICT ASSOCIATION, INC.**

**ARTICLE I**

Name

Section 1. The corporation shall be known as EAST END HISTORICAL DISTRICT ASSOCIATION, INC.

**ARTICLE II**

Purpose

Section 1. Non Profit. The corporation shall be a non-profit corporation.

Section 2. Definition. The East End Historic District is defined as the eastern portion of Galveston Island, Texas as shown on the map in Appendix A. This map shall be updated as required by the Board of Directors of the Corporation.

Section 3. Purposes. The purposes of the corporation shall be as follows:

- a. To engage in activities with the objective of preserving, maintaining and protecting the historic and architectural values of structures and real estate located in the East End Historic District of Galveston, Texas, and within the City and County of Galveston, Texas;
- b. To combat community deterioration and to conserve and improve the livability of the neighborhood environment in the district as well as the general historical atmosphere of the community as a whole;
- c. To foster, promote, and encourage restoration and historical preservation of the structures in the historical district;
- d. To educate and inform the public on all issues concerning historic preservation, restoration, and maintenance and to encourage increased participation in activities whose purpose is such preservation, restoration, and maintenance;
- e. To produce an organization to facilitate study, planning, community education and community action to accomplish historic preservation, restoration, and maintenance;
- f. To raise funds to be used to support its purposes, to expend funds to accomplish its purposes and to contribute to the support of the organization that qualifies as an exempt organization under applicable sections of the Internal Revenue Code;
- g. To do everything necessary, proper and advisable, convenient or incidental to the accomplishment of the purposes herein set forth, provided such activities are permitted of a corporation organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) and provided further that such activities are permitted by the laws of the State of Texas or of the United States for corporations having such charitable and educational purposes.

Section 4. Dissolution. Upon the dissolution of the corporation, the directors of the corporation shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation by delivering and paying over such assets exclusively to charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law.) Any such assets not so disposed of shall be disposed of by the District Court of Galveston County, Texas, exclusively to such organization or organizations as the court shall determine to have been organized and operated exclusively for such purposes.

Section 5. Prohibited Transactions. The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954; the corporation shall not engage in any act of self dealing which would be subject to tax under Section 4941 of the Code; the corporation shall not retain any excess business holdings which would subject it to tax under Section 4943 of the Code; the corporation shall not make any investments which would subject it to tax under Section 4944 of the Code; and the corporation shall not make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

### **ARTICLE III**

#### Membership

Section 1. Membership. Membership in the corporation shall be open to any resident of the East End Historic District of the City of Galveston, Texas, or any individual who supports the stated goals and purposes of the EEHDA, who shall have paid annual dues in such amounts as shall from time to time be established by the Board of Directors. Those individuals having paid an annual membership fee or dues to the East End Historical District Association shall be entitled to membership in this corporation until expiration of the period for which they have previously paid such fee. Different classes of membership may be established from time to time by the Board of Directors which shall specify the annual membership fees applicable to each class of members.

Only those members who are residents within the boundaries of the East End Historic District of Galveston, Texas, and who shall be current in the payment of the annual membership fee shall be entitled to hold office or to vote on any question presented to members of the corporation. Membership shall not be transferable.

Section 2. Suspension and Termination. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or terminate a member for cause.

### **ARTICLE IV**

#### Board of Directors

Section 1. Board Members. The corporation shall be governed by a Board of fifteen (15) directors, four (4) of whom shall be the officers of the corporation and one (1) of whom shall be the immediate past president of the corporation. All Board members must be members in good standing and residents of the East End Historic District.

Except in extraordinary circumstances, two or more members of the same household shall not serve on the Board of Directors.

Section 2. Election. Members of the corporation shall elect officers and directors at the January meeting of the members. Directors shall serve for a term of two (2) years with one-half being elected in alternate years. Annual elections will fill the vacancies created by the expiration of the terms of the directors.

Nominations of directors and officers shall be made by a nominating committee appointed by the Board at the October meeting of the Board of Directors. The nominating committee will consist of two (2) Board members and three (3) members not serving on the Board, provided that neither the President nor the Vice President shall serve as members of the nominating committee.

The nominating committee shall present its proposed list of officers and directors at the regular November meeting of the Board of Directors. The Board of Directors shall ratify the list of nominations of directors and officers, and shall immediately make the list available to the members. At the December meeting, members shall be allowed the opportunity to make nominations from the floor. Nominations shall promptly close at the adjournment of the December meeting. A list of all nominations shall be published to the members at least seven (7) days prior to the regular January meeting of the members.

A board member may be removed for cause by a two-thirds vote of the board.

Section 3. Vacancies. A director may resign by written notice to the President and any director may be removed at any time by two-thirds vote of the Board or of the members of the corporation. Vacancies occurring on the Board of Directors other than by normal expiration of a director's term shall be appointed by the Board.

If any member of the Board shall have resigned, that member shall be ineligible for reappointment to the Board prior to the expiration of the original term of the office from which that member resigned.

Section 4. Committees. The Board may establish such standing committees as it deems appropriate, and name members and Chairpersons of such committees, provided that there shall be a permanent standing Finance Committee, of which the Treasurer shall be a non-voting ex officio member. The Finance Committee shall establish and present to the Board an annual budget, and shall conduct an internal review every year.

## ARTICLE V

### Officers

Section 1. Offices. The officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be elected annually, as provided in Article IV, Section 2, at the January meeting of the members.

Section 2. Terms of office. Officers shall serve a one-year term, beginning with the adjournment of the January meeting of the members, and may not serve three (3) successive terms in the same position.

Section 3. Vacancies. In the event a vacancy occurs in any office, it shall be filled by appointment of the Board, provided that in the event of a vacancy in the office of President, the Vice-President shall automatically fill such vacancy and the Board shall appoint a new Vice-President.

## **ARTICLE VI**

### Duties of the Officers

Section 1. President. The President shall act as Chairman of the Board of Directors and shall preside at the meetings of the Board of Directors and the members of the corporation. The President shall, with the Treasurer, sign all written contracts and obligations of the corporation. He or she may appoint such ad hoc committees as may be needed, and shall be a voting ex-officio member of all such committees. The President shall supervise the management of the corporation's affairs and shall take all necessary measures for maintaining order and efficiency in such management, and shall perform such other duties as the Board of Directors may assign.

The President shall have the power to manage day-to-day affairs of the Corporation and to authorize committee expenditures under \$100 without a vote of the Board of Directors.

Section 2. Vice-President. The Vice-President shall have all the powers and perform all the duties of the President in the event of the President's disability, absence, death or resignation and shall perform all other duties the President or the Board of Directors shall designate.

Section 3. Secretary. The Secretary shall keep the minutes of all business meetings, shall be charged with the safety and order of the corporation's official records, and shall attend to such correspondence, written or electronically, as the President of the corporation may assign.

Section 4. Treasurer. The Treasurer shall be the custodian of all the corporation funds, shall be responsible for managing, accounting, depositing and disbursing these funds under the direction of the Board of Directors, in accordance with generally accepted accounting principles. The Treasurer shall make reports of all receipts and disbursements at each meeting of the Corporation's Board of Directors.

## **ARTICLE VII**

### Meetings

Section 1. Time and Place. Upon determination or call either by the Board, the President, or by one-quarter of the members of the Board, the Board shall meet at least once per quarter, except that the Board shall meet in the months of October, November and December to prepare for officer and board elections as specified in Article IV, Section 2.

The Board shall call an annual meeting of the members of the corporation to be held in January, and shall give notice of the meeting at least fifteen (15) days in advance. At its discretion, the Board may call other such special or regular meetings as required.

A meeting of the membership may be called by a petition of twenty-five (25) voting members of the Corporation delivered to the President, or the Board of Directors, who shall within three (3) days of receipt of such petition, call a meeting of the members of the Corporation to be held within ten (10) days.

Notice of any regular or special meeting shall be given to the membership by such reasonable method as the Board of Directors shall determine is appropriate or necessary, at least three (3) days prior to the meeting.

Except in extraordinary circumstances, meetings of the Board of Directors and members of the Corporation shall be held at the Cottage, 1501 Postoffice Street.

Section 2. Quorum. A quorum of the Board or of any committee shall be a majority of its members.

A quorum of the full membership shall be one-fifth of the votes entitled to be cast by members of the Corporation, as determined by the membership chair.

The vote of a majority of a quorum at a duly called meeting, taken while a quorum is present, shall be considered the act of the corporation, unless the vote of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 3. Procedure. All meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order.

No action may be taken by the Board of Directors involving sums greater than \$500 without notification of all Board members via an agenda published at least three (3) days in advance of a called Board meeting.

All resolutions which purport to reflect the will or 'voice' of the EEHDA shall require a majority vote of a quorum of the membership at a duly called meeting of the members of the Corporation.

Votes taken by telephone, email or other electronic or written means shall not be valid.

## **ARTICLE VIII**

### **Employment of Personnel**

It shall be the duty of the Board of Directors to authorize the employment of such personnel as needed to carry out the goals and objectives of the corporation.

## **ARTICLE IX**

### Indemnity

The corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.

## **ARTICLE X**

### Amendments

Section 1. These by-laws may be amended by a two-thirds vote of a quorum of the Board of Directors or the members of the corporation in any regular or special meeting called for such purpose, provided written notice of the proposed change shall be given to all members of the corporation at least ten (10) days in advance of such regular or special meeting, such notice to contain the suggested changes to the bylaws.

## **ARTICLE XI**

### The Cottage

Whereas, the corporation established the property at 1501 Postoffice Street, Galveston, Texas, hereafter referred to as The Cottage, as a Community Center to used primarily as a gathering place for a variety of regularly scheduled social, educational, and community service activities that benefit the community at large. The Cottage shall also permanently house the records and archives of the corporation, supplies required to conduct the business of the corporation, resources on history and preservation for public use, and archeological artifacts found on the property.

The corporation, through designated committee chair volunteer staff members, shall actively develop, schedule, conduct, and promote regular community activities at this facility. The Cottage does not function as a recreation center, athletic facility, park, or playground, and includes no such equipment or amenities to do so.

APPROVED by the Board of the Corporation on the 6th day of September, 2012.

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William Beveridge, President

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Deanna Johnson, Secretary

## **APPENDIX A**

The East End Historic District is defined as the eastern portion of Galveston Island, Texas as shown on the attached map.

