

# BYLAWS OF THE FRIENDS OF CORPUS CHRISTI MUSEUM OF SCIENCE AND HISTORY

MARCH 31, 2025

## ARTICLE I OFFICES

SECTION 1.01. The principal office shall be at 1900 North Chaparral Street, in Corpus Christi, Texas.

## ARTICLE II PURPOSES

SECTION 2.01. Mission The mission of the Friends of the Corpus Christi Museum of Science and History (FCCMSH) is to engage our community in the active exploration of science, history, and innovation.

SECTION 2.02 Vision We believe that discoveries made at the museum can lead to lifelong passions for understanding the past, exploring the present, and imagining a brighter future.

SECTION 2.03. Values. FCCMSH is a community. We share a commitment to our mission, visitors, internal and external relationships, and our outcomes. These key values combine to define the FCCMSH brand and museum experience.

- Stewardship. We ethically steward donor investments and respect donor intent and confidentiality.
- Discovery. We understand that science and history can change lives and inspire discovery, exploration, and immersion. By building connections around discovery, we can deepen engagement between the museum and its resources and our community.
- Inclusivity. We create a welcoming and accessible space where we cultivate a commitment to equity, value diversity, and treat all people with dignity and respect.
- Trust. We will always be grounded in the facts of science and history, and stand committed to providing a safe, trusted place for all those who interact with the CCMSH community, on campus and off.

SECTION 2.04. Activities. The Friends of the Corpus Christi Museum of Science and History:

As defined in the Service Agreement for Management of the Corpus Christi Museum of Science and History, the FCCMSH operates and manages the City-of-Corpus-Christi-owned facility and collections for the benefit of the entire community.

- Educates present and future generations about the region's ecosystems, cultures, communities, and history, and science and space.

- Maintains, protects and preserves the City-owned natural and material culture collections and makes appropriate use of the collections to develop exhibits and programs that inspire and educate visitors.
- Enhances and maintains the quality of the Museum of Science and History and its grounds.
- Provides resources to accomplish the Friends' vision and mission.
- Enhances constituency and community engagement.

In carrying out its purpose, the staff of the FCCMSH may:

- Engage in enterprises such as the operation of museum stores, site and event rentals, and other public engagements on site and off campus on behalf of the City-of-Corpus-Christi-owned Museum and similar enterprises whose purposes are to generate income to support the Friends' mission.
- Provide support for science and history programs through the solicitation of funds and the acquisition of gifts of value.
- Encourage all efforts to publicize the environment, cultures, and heritage of the region through the support of research, studies, and publications of value to the Friends' historical program.
- Engage in major fund-raising activities, including raising funds for the expansion of the City's facility.
- Manage activities and facilities.
- Engage in and perform all other acts which the Board of Directors considers necessary to carry out the purposes stated in these Bylaws, so long as such acts are legal, are not inconsistent with the Articles of Incorporation, and do not invalidate its 501(c)(3) status.

### ARTICLE III-MEMBERSHIP IN THE FRIENDS OF THE CORPUS CHRISTI MUSEUM OF SCIENCE AND HISTORY

SECTION 3.01. Any person, regardless of age, may become a member of the Friends of the Corpus Christi Museum of Science and History through payment of at least the prescribed minimum annual dues, as determined by the Board of Directors.

SECTION 3.02. The Corporation shall keep a record of the members and be entitled to recognize the exclusive right of a person registered in its books as a member. Membership is nontransferable. Members, as such, shall have no voting rights.

### ARTICLE IV - DIRECTORS

SECTION 4.01. General Powers The business and affairs of the FCCMSH shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws. The Directors must be current members of the Friends of the Corpus Christi Museum of Science and History.

SECTION 4.02. Number of Directors The number of Directors which shall constitute the Board shall not be fewer than three (3) and not more than twenty-five (25). Subject to the foregoing limitations, the Directors shall be elected and the number of Directors constituting the Board shall be fixed annually by the then existing Board of Directors at the annual meeting of the Board, and each Director elected shall hold office until their successor shall be qualified, elected and installed.

SECTION 4.03. Vacancies Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

SECTION 4.03a The Nominating Committee will submit Director nominations, with a statement of each nominee's qualifications, to the Board of Directors for approval. (Please refer to 6.16 Nominating Committee below.)

SECTION 4.04. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

SECTION 4.05. Directors shall be elected by a plurality vote of the Board of Directors.

SECTION 4.06 Terms Directors shall be elected to serve for three (3) years to stagger term expirations. After serving two consecutive terms, incumbents will take a year off before being eligible to return to board service. During the interim, he or she may serve as an advisor to the board.

The term of a Director shall begin at the first Board of Directors meeting following the date of that Director's election or at such other time as designated by the Board..

Whenever the Board of Directors is decreased by amendment of the Bylaws, all Directors in office at the time of such amendment shall serve until their terms expire or until their resignations or removal as herein provided. After completing Board service, former Board members may continue in an advisory role. The President/CEO shall be a permanent non-voting member of the Board of Directors. They will serve at the pleasure of the Board of Directors.

SECTION 4.07. The Board of Directors may hold meetings, both Regular and Special, at such times and places as may be determined by the Board, or upon call by the Chair or by any three (3) members of the Board. Meetings will be held at least quarterly or as may be adopted by a majority of the Board of Directors.

SECTION 4.08. A Regular Meeting of the Board shall be held in the first quarter of each fiscal year (October 1 through September 30) as the annual meeting of the Board.

SECTION 4.09. Seven (7) days' written notice (by deposit into the United States mail or by electronic mail to the applicable Director's address as last shown in the records of the Corporation), or oral, email, or telephonic notice (directly to the applicable Director, or by message left at the applicable Director's business or home telephone number designated by each director for such purposes), shall be required of meetings of the Board of Directors.

At all meetings, a majority (51%) of the seated Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the entire Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. Seated Board members may elect to participate in Board meetings through electronic communication. The Board Chair will consider, as needed, the necessity or appropriateness of any proxy.

If a quorum is not present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. In emergency situations, the Board Chair may waive quorum requirements.

SECTION 4.10. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at such meeting of the Board of Directors but shall not otherwise receive any compensation for serving as Director. No member shall receive any direct or indirect compensation from FCCMSH or any affiliate of the Friends for consulting or other professional services.

SECTION 4.11. Action Without Meeting. Either the Board of Directors or the Executive Committee may take action without a meeting upon unanimous written consent.

Action also may be taken upon written consent signed by the number of Directors or Executive Committee members necessary to take that action at a meeting at which all of the Directors or Executive Committee members are present and voting provided that each such signature must be dated and prompt notice of the taking of the action shall be given to each Director or Committee member who did not consent in writing to the action. For the purposes of this provision, written consents may be obtained by electronic mail.

SECTION 4.12. Conflicts of Interest. It is the policy of the FCCMSH that its directors, officers, and other employees avoid any situation which may constitute a conflict of interest, that is, any situation in which an individual uses or could use their or her position with the FCCMSH for personal gain to the individual, members of the individuals family, or other organizations with whom the individual is affiliated, to the actual or potential detriments of the FCCMSH. The Board of Directors shall establish an implementing policy with reference to conflicts of interest.

Section 4.13. Indemnification and Insurance. A Director's liability shall be limited to the full extent provided for in the Act. Any person who at any time serves or has served as a Director, officer, employee or agent of the Corporation, or in such capacity at the request of the Corporation for any other Corporation, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, court costs, expert witnesses, and other reasonable expenses, actually and necessarily incurred in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold the Director liable by reason of the fact that he or she was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which may have become liable in any such action, suit, or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by these Bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due.

Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of these Bylaws.

In addition to the foregoing, the Board of Directors shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the Director and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

## ARTICLE V - OFFICERS

SECTION 5.01. The officers of the Friends shall be elected by the Board of Directors annually at the annual meeting of the Board of Directors and shall consist of a Chair, Vice Chair, a Secretary, and a Treasurer. The Board of Directors may also elect one or more Assistant Secretaries and Assistant Treasurers who need not be members of the Board of Directors. Two or more offices may be held by the same person, except that the offices of Board Chair and Secretary may not be held by the same person.

SECTION 5.02. The Board of Directors shall have the power to enter into contracts for the employment and compensation of officers for such terms as the Board deems advisable. All such agreements must be in writing prior to inception.

SECTION 5.03. The salaries, if any, of all officers and agents of the Friends shall be fixed by the Board of Directors.

SECTION 5.04. The officers of the Corporation shall hold office for three-year terms of the Board Directors or until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed by the Board of Directors may be removed at any time by an affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

SECTION 5.05. Electing Officers. The Executive Committee shall seek board members on an ongoing basis and recommend their appointment as needed.

The role of board officer is separate from the role of board member, as may be their term of service. The committee collects nominations from board members, communicates with candidates, and finally recommends one candidate who emerges as the best choice for each position. The full board votes on the nominations.

The governance committee coordinates the board's annual review of itself and is in the best position to accurately assess who among the members are ready and able to take on a leadership role, though board officers may not have to come from our current board.

**SECTION 5.06. Chair.** The Chair shall preside over meetings of the Board of Directors and the Executive Committee and oversee the operations of the management of the corporation. The Chair may appoint ex-officio board members. Further, in the event of a whistleblower situation, per Personnel Policy, issues should be directed to the Chair.

The Chair's responsibility is to develop the board as a cohesive and effective team. They model the characteristics needed. The chair is also the day-to-day supervisor of the CEO with whom they should be meeting regularly.

**SECTION 5.07. Vice-Chair.** The Vice Chair shall preside over meetings of the Board of Directors and the Executive Committee when the Chair is not present and assist the Chair in the performance of their duties.

The vice-chair fills in when the chair is not able to carry out the duties. Board development experts recommend that boards refrain from electing vice-chairs who do not want to ascend to the chair role. The FCCMSH Board recognizes the Vice Chair as the *chair-elect* who is a chair-in-waiting. This position provides for expected succession when the term of the chair is up.

**SECTION 5.08. Secretary.** The Secretary shall attend all meetings of the Board of Directors and the Executive Committee and record or cause to be recorded all the proceedings of said meetings in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. He or she shall give, or cause to be given, notice of regular and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Board Chair, under whose supervision he or she shall be. The Secretary shall keep in safe custody the seal, if any, of the Corporation, and, when authorized by the Board of Directors, shall affix the same to any instrument requiring it. The Secretary will sign approved minutes for the institutional record. In the absence of the Secretary, the Board Chair will sign.

The secretary keeps the minutes and the board's records and may be the official signer of the board as per the bylaws. The tasks of this position may be completed by a staff person, with the executive's oversight. In an organization without an office or staff, the secretary may be the keeper of the minutes and the board records.

**SECTION 5.09. Treasurer.** The Treasurer shall have custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts and records of receipts, disbursements and other transactions in books belonging to the Corporation, which books shall be kept in the Corporation office and the same office as the office of the Corpus Christi Museum of Science and History. He or she shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The treasurer is responsible for stewarding the organization's resources. This position often serves as the chair of the finance committee.

SECTION 5.10. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, consistent with the Articles of Incorporation and these Bylaws, taking proper vouchers for such disbursements, and shall render to the Board Chair and the Board of Directors, at its regular meetings, or when the Chair or Board of Directors so requires, an account of all their transactions as Treasurer and of the financial condition of the Corporation.

SECTION 5.11. President/CEO. The President/Chief Executive Officer of the Friends of the Corpus Christi Museum of Science & History shall have general and active day-to-day management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she serves as an ex-officio officer.

SECTION 5.12. In furtherance of the purposes and aims of this Corporation, the officers shall have the following duties and responsibilities:

- To promote and encourage interest in the Museum.
- To transact all the affairs of the FCCMSH.
- To solicit capital funds for the purposes of the Museum.
- To establish a nominating committee for the election of Directors.

Each officer shall deliver to their successor all records and other materials belonging to their office.

SECTION 5.13. Term Limits. Officers' terms are limited to three years, with a renewal option for a second term, even when board members' terms are not. Considerations for a second term should be tied to regular performance evaluation. Before a candidate can be re-elected, they must go through peer approval.

Term limits also permit other board members to have a chance to exercise their leadership skills. It is easier to avoid stagnation, undue concentration of power, and continuous inadequate leadership if the positions come with a set term.

## ARTICLE VI – COMMITTEES

SECTION 6.01 Committee Structure. All standing committees shall consist of no fewer than three (3) voting members. All standing committee voting members shall be members of the Board of Directors. With the exception of the Board Chair (who may chair any committee unless the Board of Directors votes otherwise), no Chair of a Standing Committee shall serve as Chair of another Standing Committee.

SECTION 6.02 All Standing Committee voting members shall be appointed by the Board Chair. The Board Chair shall appoint one of the Standing Committee voting members as the Committee Chair. The Board Chair may also remove and replace members and the Committee Chair.

SECTION 6.03 All Standing Committees may appoint non-voting advisory members to assist the Standing Committee. Such non-voting advisory members need not be members of the Board of Directors.

SECTION 6.04 Executive Committee. There shall be an Executive Committee consisting of the Board Chair and Vice Chair, with at least three (3) and no more than nine (9) at-large Executive Committee members appointed by the Board Chair in the best interest of the Friends. In addition to those members, the President/CEO shall be a non-voting member of the Executive Committee.

SECTION 6.05 The Executive Committee shall have and shall exercise all the powers of the Board of Directors, subject to such limitations as these Bylaws or resolutions of the Board of Directors may impose and shall be responsible for CEO succession planning and execution. A majority of voting members of the Executive Committee shall constitute a quorum.

SECTION 6.06 The Board Chair shall serve as the Chair of the Executive Committee. Minutes shall be kept recording the actions of the Executive Committee and all such minutes shall be distributed to the Executive Committee for approval within ten (10) days of each meeting, and to the Board thereafter within fifteen (15) days of each Executive Committee meeting.

SECTION 6.07 Any matters addressed by the Executive Committee deemed by the Executive Committee to require a vote of the Board and needing action before the next board meeting shall be submitted to each Director by mail, email, or telephone facsimile, with a ballot to be returned to the Secretary, requiring a separate vote on each issue. The Secretary shall record all votes and minutes of the meeting and shall certify the accuracy of those minutes. Minutes of all Executive Committee meetings shall be reviewed and accepted/approved at the next Executive Committee meeting, whichever comes first.

SECTION 6.08 The Executive Committee will meet at the call of the Chair. Notice of all meetings of the Executive Committee stating the time and place of the meeting shall be served personally, by mail, email, or by telephone facsimile upon each Executive Committee member not less than seven (7) days before the meeting. This notice time limit may be waived by Executive Committee members.

SECTION 6.09 The Executive Committee shall have oversight over Bylaws and corporate and strategic governance. It shall also be responsible for Director development and education.

SECTION 6.10 In recognition of the Friends' obligations to conduct its business effectively, the Board of Directors authorizes and directs the Executive Committee to establish a "Performance Evaluation and Effectiveness Program" requiring Management and the Executive Committee to submit to the Board of Directors an assessment of the Friends' previous year's goals and objectives and the proposed goals and objectives for the upcoming year. The Performance Evaluation and Effectiveness Report shall be submitted to the Board of Directors at their first meeting of each fiscal year.

SECTION 6.11 The Executive Committee shall *not* have the authority to:



- Amend the Bylaws
- Elect or remove Board Members
- Hire or fire the President/CEO
- Dissolve the Corporation.

The above actions must be voted upon by the Full Board.

SECTION 6.12 Audit/Finance Committee. Each Audit/Finance Committee member will be both independent and financially experienced. As defined by applicable regulations and the Board of Directors, no member shall be a paid office or employee of the Friends or any affiliate of the Friends or shall have served in such capacity within 36 months of becoming a Committee member. No member shall receive any direct or indirect compensation from FCCMSH or any affiliate of the Friends for consulting or other professional services.

The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal financial controls, the audit process, and the Friends' process for monitoring compliance with laws and regulations. The Committee shall develop policies affecting the audit affairs of the Friends' and shall recommend such policies to the Board of Directors for approval.

SECTION 6.13 Other Committees. The Board Chair may appoint a nominating committee or such special/ad hoc committees as are required. The Executive Committee may recommend to the Board for approval the appointment of or modification to the standing committees are required.

## ARTICLE VII – ADVISORY COUNCIL

SECTION 7.01. Advisors. From time to time, ad hoc advisory councils may be formed. An advisory council will consist of persons committed to the established purposes of the Friends and who have professionally distinguished themselves in areas of expertise that might not otherwise be available to the Friends. Any Director may nominate an individual to serve on this Council. The Board Chair will make the final selections. The number of advisors on each committee shall be determined by the Chair but shall not normally exceed fifteen (15).

SECTION 7.02. Duties. The support, advice, and counsel of the members of the advisory council may be sought individually or at such meetings as may be called from time to time by the Chair of the Board of Directors. The council shall conduct such other meetings as the advisors deem appropriate. Advisors may be called upon by the Board to service as non-member consultants to specific Board committees. The Council will support the Friends' staff in the development and operation of its programs and outreach. Advisors will represent the Friends in various events, organizing, supporting, and participating in fundraising activities and consulting with staff on relating to museum displays and programs.

## ARTICLE VIII - GENERAL PROVISIONS

SECTION 8.01. The President/CEO shall present at each meeting of the Board of Directors a full and clear statement of the business and condition of the Corporation.

SECTION 8.02. Expenditures. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Executive Committee may from time-to-time designate. Any contract or other agreement providing for an expenditure in the aggregate of more than \$10,000 shall be approved by the Executive Committee before any obligation or expenditure.

SECTION 8.03. Fiscal Year. The fiscal year of the Corporation shall end on the 30th day of September of each year, unless changed and fixed by resolution of the Board of Directors.

SECTION 8.04. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors, and shall keep at its registered office, the office of the Corpus Christi Museum of Science and History, a record of its members, giving the names and addresses of all members.

## ARTICLE IX-AMENDMENTS

SECTION 9.01. These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by act of a majority of the Board of Directors. This action may be taken at any regular or special meeting of the Board of Directors.

\_\_\_\_\_ Date \_\_\_\_\_

Elizabeth Susser, Chairman, Friends of the Corpus Christi Museum of Science & History