

**BY-LAWS OF THE ARMSTRONG COUNTY MUSEUM**

**Originally adopted: 8-6-1990** **Amended: 5-2007, 5-2010, 10-2019 and 7-2020**

**Article I – Name**

**Section 1** – The name of the corporation shall be the Armstrong County Museum as set forth in its charter.

**Article II – Location**
**Section 1** – The principal office of the corporation shall be in the City of Claude, Armstrong County, Texas.

**Article III – Purpose**

**Section 1** – The Corporation shall be a non-profit educational institution as incorporated and chartered under the laws of the State of Texas.

**Section 2** – This purpose shall be as set forth in its charter as approved by the Secretary of the State of Texas, in 1990. **Specifically, it shall be to promote the history of Armstrong County, Texas, by documenting, collecting, housing, and preserving it in an historical museum that offers educational outreach programs**.

**Article IV – Board of Directors**

**Section 1 – Powers**

The Board shall be vested with the management of the business and affairs of the Corporation, subject to the Texas Non-profit Corporation Act, the Articles of Incorporation, and these By-Laws.

**Section 2 – Qualifications**

Directors are expected to fulfill these responsibilities. Each member is expected to attend the meetings of the Board. Missing three consecutive regular meetings of the Board shall be reasonfor showing reasonable cause in writing, or resign, or be informed by letter that membership on the Board of Directors will be terminated 30 days from the date of the letter. There shall be two classes of Director, “Resident Director” and “Non-Resident Director.” Each Resident Director shall maintain their primary residence or own an interest in real property in Armstrong County, Texas. Non-Resident Directors need not be residents of Armstrong County, Texas, or own an interest in real property therein. Directorships shall not be denied to any person on the basis of creed, sex, religion, age or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors. Directors are expected to hold membership in the Armstrong County Museum through monetary payment of annual dues.

**Section 3 – Number of Directors**

The Board shall consist of not more than twenty Directors total, consisting of no more than five Non-Resident Directors. Upon majority resolution of the Board, the total number of the Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent or causing the total number of Directors to be less than five, with no less than four Resident Directors.

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**Section 4 – Term of Directors**

There are no term limits; therefore, Directors may serve any number of consecutive terms.

**Section 5 – Election of Directors**

In order to vote at the annual meeting, the membership must be valid at least 45 days prior to the annual meeting.There shall be an Annual Membership Meeting each calendar year. The Annual Membership Meeting shall be no more than fourteen months following the previous Annual Membership Meeting. All Directors shall be elected by the Members of the Corporation at the Annual Membership Meeting**.**  The term of office shall be five years with four Directors standing for election each year. Directors may be re-elected at the expiration of their terms of office without regard to number of terms previously served. Any directorship to be filled by an increase in number shall be filled at the next regular meeting of the Board or at a special meeting called for that purpose. When a replacement is made, the replacement shall be considered effective on the date the prior term expired. The new term does not begin on the date of the election. Directors whose terms have expired may continue serving until their successors are elected at the next Annual Membership Meeting. The nominating committee shall present the list of names. The Chairman shall call for and allow nominations from the floor.

**Section 6 – Vacancies**

Any Director may resign at any time by delivering written notice to the Secretary or Chairman of the Board. Such resignation shall take effect upon receipt or at the time specified in the notice. Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors at a Regular or 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 prior to the meeting at which the vote will take place. Vacancies shall be filled by majority vote of the Board, and the Director filling the vacancy shall serve until the next Annual Membership Meeting. Vacancies shall be filled as soon as practical. The nominating committee shall present a list of names for each position to be filled, for consideration and voting. Any Director may make nominations to fill vacant directorships. The Chairman shall call for and allow nominations from the floor.

**Section 7 – Compensation**

Directors shall not receive any salary or compensation for their service, but by resolution of the Board may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Directors approves the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of any Director.

**Section 8 – Honorary Members of the Board of Directors**

The Armstrong County Judge shall be considered as an Honorary Member of the Board of Directors. The City of Claude Mayor shall be considered as an Honorary Member of the Board of Directors. Other Honorary Members may be added as seen appropriate by the Board of Directors.

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**Section 9 – Emeritus Directors**

Directors might retire from active service on the Board for personal reasons. In that event, upon approval of the full Board of Directors, that retiring board member may be designated as Director Emeritus and free of the obligations of a Board Member, shall no longer be allowed to vote on board decisions and shall not be counted as a Director, but may still be entitled to attend and speak at meetings of the Board.

**Section 10 – Membership Benefits**

The Board of Directors will annually designate, confirm, or ratify the types of memberships available to the Armstrong County Museum, and the benefits associated with those memberships. The Board may, from time to time, but no more often that annually, modify the types, names, cost, voting rights, and benefits of membership available.

**Article V – Meetings**

**Section 1 – Place of Board Meetings**

Regular and Special meetings of the Board of Directors will be held at the Armstrong County Museum or at any other place the Chairman may designate within the city limits of Claude, Armstrong County, Texas.

**Section 2 – Regular and Special Meetings**

Meetings of the Board of Directors shall be on a monthly schedule at least nine times each year. Special meetings may be called by the Chairman of the Board or any three Directors.

**Section 3 – Notice of Board Meetings**

Notice of the date, time and place of Regular Meetings shall be given to each Board Member by regular mail, telephone (including voice mail), fax or email no less than five days prior to the meeting. Notice of the date, time and place of Special Meetings shall be given to each Board Member using the same methods, but with no less than one day prior to the meeting, with the exception of Special Meetings held to amend the Articles of Incorporation or bylaws for which a five day written notice by mail shall be required specifying the proposed amendment. To cancel and reschedule a meeting due to an emergency or inclement weather any means as listed above may be utilized.

**Section 4 – Waiver of Notice**

Attendance by a Director at any meeting by the Board of Directors 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.

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**Section 5 – Quorum**

Those present at any Regular or Special meeting shall constitute a quorum for the transaction of business.

**Section 6 – Proxy Voting**

Proxy voting is prohibited.

**Article X – Amendments**

These By-Laws may be altered, amended, or repealed and any substitute By-Laws may be adopted by a majority of the members of the Board of Directors present at any regular meeting or at any special meeting, provided that the substance of the proposed amendment, alteration or new By-Law to be adopted shall have been stated in the notice of the meeting.

**Section 7 – Open Meetings**

Meetings shall be open to the public, except when personnel, real estate, or litigation matters are being discussed.

**Section 8 – Actions without a Meeting**

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these By-Laws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing setting forth the action to be taken.

**Article VI – Officers**

**Section 1 – Officers**

The officers of the Corporation shall consist of a Chairman, not less than two Vice-Chairman, Secretary and Treasurer, each of whom shall be elected for a term of one year or until a successor is installed. Their election shall be by a vote of the Board of Directors at the July meeting. The Nominating Committee shall recommend a list of nominees to the Board of Directors. Nominations from the floor will be accepted. Upon the resignation, disability or death of an elected officer, the Nominating Committee shall recommend to the Board for approval a replacement to fill the unexpired term.

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**Section 2 – Chairman**

The Chairman shall supervise and control the affairs of the Corporation, and shall exercise such supervisory powers as may be given by the Board of Directors. The Chairman will perform all duties incident to such office and such other duties as may be provided by these By-Laws may be prescribed from time to time by the Board of Directors. The Chairman shall appoint Standing Committees and Special Committees and shall be ex-officio, a member of each committee. The Chairman will, with the advice of the Board of Directors and in accordance with the requirements of these By-Laws, set the agenda for each meeting of the Board of Directors. The Chairman and the Treasurer are authorized to sign contracts with the exception of performance contracts involving the theater, which may be signed by the theater manager.

**Section 3 – Vice Chairman**

The Vice Chairman shall act as the Chairman in the advent of the Chairman’s absence, inability, or refusal to act and shall exercise and discharge such other duties as may be required by the Board. The Vice Chairman shall serve as parliamentarian and shall interpret any ambiguities of the By-Laws.

**Section 4 – Secretary**

The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these By-Laws. The Secretary shall attest to and keep the By-Laws and other legal records of the Corporation or copies thereof, at the principal office of the Corporation. The Secretary shall take or ensure that minutes of all meetings of the committees and Board of Directors and shall keep copies of all minutes at the principal office of the Corporation. The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation. The Secretary shall, with the approval of the Board of Directors, set up procedures for any election held by the Corporation. The Secretary shall keep a record of all such votes cast. The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours. The Secretary shall see that all notices are duly given in accordance with these By-Laws or as required by law. The Secretary shall see that all books, reports, statements, certificates and other documents and records of the Corporation are properly kept and filed. In the case of absence or disability of the Secretary or the Secretary’s refusal or neglect to fulfill the duties of Secretary, the Vice Chairman shall perform the functions of the Secretary.

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**Section 5 – Treasurer**

The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors. (Bond requirement was omitted from By-Laws. The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation and deposit all such funds in the name of the Corporation in such accounts. The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts. The Treasurer’s signature and the Chairman’s signature shall be the authorized signature for all checking, savings and investment accounts of the Corporation as the authorized signatory for a particular type of disbursement. At the discretion of both the Chairman and Treasurer, a Vice-Chairman as well as the Administrative Assistant may be an authorized signatory on checks. The Treasurer shall provide a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial condition of the Corporation. The Treasurer shall keep all financial records, books and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying. The Treasurer shall be the purchasing agent. If for any reason, it becomes necessary that the Treasurer not perform the assigned duties, the First Vice-Chairman will assume the functions of the Treasurer until the next officer election.

**Section 6 – Additional Committees**

The Board of Directors may from time to time designate and appoint additional standing or temporary committees. These committees may exercise any power, responsibilities and duties consistent with the Articles of Incorporation and these By-Laws.

**Section 7** – All committees shall make a full report of their activities and findings to the Board of Directors, at such time as may be stipulated by the Chairman of the Board of Directors.

**Section 8** – The Chairman shall be an ex-officio member of all committees.

**Article VII – Dissolution**

**Section 1** – Should the museum at any time permanently cease to function as a museum, the building and real property shall remain in place and be turned over to another entity at the discretion of the Board of Directors.

**Section 2** – Artifacts and all things that are the permanent property of the museum shall be transferred to another museum or educational institution within the area. Should there be outstanding debts owed by the museum the property may be sold to satisfy credit.

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**Article VIII – Indemnification**

**Section 1 - Insurance**

The Corporation shall provide indemnification insurance for the Board members, and the Board shall select the amount and limits of each insurance policy.

**Section 2 – Indemnification**

To the extent permitted by law, any person (and the heirs, executors, and administrators of each person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she was a Director or Office of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including the attorney’s fees and disbursements, incurred by him (or by his heirs, executors, administrators) in connection with the defense or settlement or such action, suit, or proceeding or in connection with any appearance therein.

**Section 3 – Limits on Indemnification**

Not withstanding the above, the Corporation will indemnify a person only if he acted in good faith and with reasonable belief that his conduct was in the Corporation’s best interest. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

**Article IX  – Committees**

**Section 1** – The Corporation shall have Standing Committees which shall assist the Board of Directors in carrying out the management of the Corporation. Those Standing Committees are the Executive Committee, the Programs Committee, the Finance and Resource Management Committee, the Development Committee, and the Education Committee. The Board Chairman shall appoint the Committees with the approval of the Board of Directors. Each Standing Committee shall have at least two Directors as members and the Directors must comprise a majority of the membership. Employees of the Corporation and members of the community may also be appointed to serve as Committee members. However, the Executive Committee shall consist of only members of the Board of Directors. The Chair of each Committee shall ensure that minutes of all called committee meetings are taken and present a copy of the minutes to the Secretary. Committee meetings shall be open to all members of the Board of Directors.

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**Section 2 – The Executive Committee**

The Chairman, the Vice Chairman or Chairmen, the Treasurer, and the Secretary of the Corporation shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in between Regular meetings of the Board of Directors. The Board of Directors must validate the actions of the Executive Committee at the next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The Chairman shall act as Chairman of the Executive Committee.

**Section 3 – The Programs Committee**
The Programs Committee shall be responsible for planning, developing and evaluating the Corporation’s programs. The Programs Committee shall be the head of the Gem Theatre, the Art Gallery, the Gift Shop and the Goodnight Historical Center. Additional members may be appointed as needed. The Programs of the Committee are not required or limited thereto as listed.

**Section 4 – The Finance and Resource Management Committee**

The Finance and Resource Management Committee shall prepare and present the annual budget to the Board of Directors, make necessary investment choices and generally protect the soundness of the corporation’s finances and fiscal operations.

**Section 5 – The Development Committee**

The Development Committee shall be responsible for fundraising, public relations and care of the buildings and grounds.

**Article X – Amendments**

These By-Laws may be altered, amended, or repealed and any substitute By-Laws may be adopted by a majority of the members of the Board of Directors present at any regular meeting or at any special meeting, provided that the substance of the proposed amendment, alteration or new By-Law to be adopted shall have been stated in the notice of the meeting.

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**Article XI – Membership**

There will be two classes of memberships as allowed in Article 7 of the Articles of Incorporation dated July 18, 1990. The Class A memberships include three (3) voting class memberships. The Class B membership includes one, non-voting membership.

**Section 1 – Class A Voting Memberships**

The class A voting memberships are:

1. Individual membership – One person, eighteen years old or older with one vote on any issue(s)

bought before the membership for a vote.

1. Family membership- Two persons, eighteen years old who designate themselves as a family on the membership role. A Family membership is entitled to two votes on any issue(s), one vote by each of the two persons listed on the membership roll for issues brought before the membership for a vote.
2. Business membership – A business is entitled to one vote by an adult business representative of the business who is eighteen years of age or older, on any issue(s) brought before the membership for a vote.

**Section 2 – Class B Nonvoting Memberships**

Associate membership – This membership is a non-voting membership which is designated to support the ongoing efforts of the Museum without benefit of voting on issue(s) brought before the membership for a vote. While open to anyone, it is primarily designed to benefit those persons who travel out of the area and who want to stay in contact with the Museum.

**Section 3 – Voting a membership**

The type of membership held and described in Section 1 of this Article, determines the number of votes a membership is entitled to. In no event can a person vote more than one membership.

**Section 4 – Membership Year**

A membership year shall begin when the membership is purchased and shall be valid for the following twelve months. For the purposes of voting for members of the Board of Directors or on issues brought before any regular of special membership meeting for consideration, a membership is valid if paid 45 days prior to the annual or special meeting.

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**CERTIFICATION**

I hereby certify that these By-Laws were adopted by the Board of Directors of the Armstrong County Museum, Claude, Texas, at its meeting held on May 25, 2010.

Susan Stockett, Secretary
Armstrong County Museum

I hereby certify that Article IV- Sections 1-8, was amended by the Board of Directors of the Armstrong County Museum, Claude, Texas, at its meeting held on October 8, 2019.

I hereby certify that Article V - Section 10 and Article XI - Sections 1-4, were added to the By-Laws by the Board of Directors of the Armstrong County Museum, Claude, Texas, at its meeting held on July 28, 2020.

Peggy Meathenia, Secretary

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