

CONSTITUTION

EFFECTIVE SEPTEMBER 13, 1977

AMENDED: FEBRUARY 26, 1979

REVISED: MAY 14, 1992

REVISED March, 2002

REVISED October, 2003

REVISED May 2013

OUTDOOR NATURE CLUB

A Non-Profit Organization Incorporated Under the Laws of Texas
Houston, Texas

ARTICLE I — NAME AND LOCATION

The Club is classified as a Section 501(c) (3) organization under the Internal Revenue Code.

- Section 1. The name of the corporation shall be **OUTDOOR NATURE CLUB**.
Section 2. Headquarters of the Club shall be the City of Houston, Texas.

ARTICLE II — PURPOSES AND OBJECTIVES

The purpose and objective of this organization shall be to cooperate in the enjoyment and study of nature, to further the conservation of natural resources and foster interest in them, and to work toward the establishment and maintenance of nature sanctuaries and natural preserves.

ARTICLE III — PERMANENCE

No vote to disband, to merge with any other organization, or to change the general character or purposes of the Club shall ever be binding as long as there may be as many as fifteen dissenting members.

ARTICLE IV — MEMBERSHIP AND VOTING

- Section 1. Persons agreeing with the purposes and objectives of the Club shall be accepted for membership upon payment of dues. There shall be no membership by reciprocity from any other organization.
- Section 2. Membership grades are as follows:
- (a) Junior - persons less than 16 years of age.
 - (b) Regular
 - (c) Family
 - (d) Supporting
 - (e) Life
 - (f) Patron
 - (g) Founder
 - (h) Benefactor
 - (i) Honorary
- Section 3. Dues shall be established by the Bylaws upon recommendation by the Board of Directors and ratification by the Club, and shall be paid when joining or annually on January 1. Written notice to the membership, published in **NATURE NOTES** and/or

posted to the website, shall be required before said ratification at a regular meeting.

Section 4. Members are eligible: to vote on all matters brought before the Club, to sign petitions, for election to office, and for service on any and all committees unless restricted elsewhere in this Constitution.

Section 5. Public appearances, communications and other activities of members committing the Club or any Group of the Club to any action which may be construed to conflict with the general purpose or policies of the Club or which may require a financial outlay by the Club must have prior approval of the Board of Directors.

ARTICLE V — SUBGROUPS

Section 1. Special Study Groups may be formed to serve particular needs of the Club members in the furtherance of the aims and objectives of the Club.

- (a) Approval of the Board of Directors is required for formation of a Group. A Group may be formed upon petition to the Board by a minimum of five (5) members of the Club. Any Group may be dissolved, for cause, by a two-thirds majority vote of the entire Board of Directors.
- (b) Activities and operation of Groups must be in complete conformity and harmony with the Charter, Constitution, Bylaws, and policies of the Club.
- (c) Appointment or election of an Executive Director by each Study Group is required to serve on the ONC Board. Election of other officers as determined by a Group is permitted for conducting Group affairs.
- (d) Group dues may be voted and collected for operational expenses and the Group may acquire such property and equipment as, in its discretion may seem desirable and useful, best to accomplish its functions and purposes; however, should a Group voluntarily disband or be dissolved by action of the Board of Directors, then the ownership and title of all property, real, personal or mixed, belonging to the Group shall automatically be vested in the Club.

ARTICLE VI — BOARD OF DIRECTORS

Section 1. The club shall elect four (4) Club Officers. Each Special Study Group shall appoint or elect one Executive Director. These officers and directors, together, shall constitute the Board of Directors. The Club Officers shall be elected for a term of two (2) years

- (a) The four (4) Club Officers to be elected to the Board of Directors shall be the
 - 1) President
 - 2) Membership Vice-President
 - 3) Executive Director of Sanctuaries
 - 4) Secretary/Treasurer

The officers will serve staggered terms, with elections taking place as follows:

Odd years

President

Membership Vice-President

Even years
Executive Director of Sanctuaries
Secretary/Treasurer

- (b) The immediate Past President, upon completion of a term as President, automatically retains an advisory, non-voting position on the Board, which position, however, shall be limited to a period of one year.
- (c) There shall be one (1) Executive Director for each Special Study Group.
- (d) A quorum shall consist of a majority of the Board of Directors. Such majority shall consist of duly elected members of the Board of Directors. In establishing such a quorum, representation by proxy shall not be permitted.
- (e) A majority vote of a quorum shall decide an issue before the Board of Directors, unless otherwise provided in this Constitution. Only bona fide members of the Board of Directors are permitted to vote on matters before the Board. Voting by proxy shall not be permitted.

Section 2. Election of members to the Board of Directors shall be held annually at a regular club meeting as described in the Bylaws, and they shall take office immediately. Nominations for persons to be elected to the Board of Directors shall be made in writing by any Board Member. Nominations may also be made from the floor. Section 3. Vacancies on the Board of Directors may be filled by appointment made by the Board of Directors for completion of the unexpired term.

Section 3. Any member of the Board of Directors may be removed from office for malfeasance or other just cause by a two-thirds vote of the entire Board of Directors, or by a two-thirds vote of the members present at any regular or called special meeting of the Club, and in either case after a full hearing before the Board or before the Club.

Section 4. Property acquisition and disposal must be with the approval of the Board of Directors acting on behalf of the Corporation. It shall be the responsibility of the Board of Directors to take proper measures permanently to safeguard any special gifts of money or real property so as to comply with the intention of the donor.

ARTICLE VII — NATURE SANCTUARIES AND OTHER PROPERTIES

Donations, bequests and dues equal to or greater than those of Life Members shall be placed in a Special Fund reserved for the purposes of acquiring a clubhouse, establishing nature sanctuaries and natural preserves, or for similar projects as may be determined by the Club. Special gifts of money or real property for particular purposes, if accepted by the Club, shall be used and maintained in strict conformity with the purpose intended by the donor and accepted practices of conservation and ecology.

In the event the club shall be disbanded as provided in Article III (Permanence) of this Constitution, then such nature sanctuaries and natural preserves shall pass into custody of

The Nature Conservancy
1800 North Kent Street
Arlington, Virginia 22209

or any other appropriate entity, provided, however, there is no other stipulation as to the disposition of the real property in the deed, bequest, or conveyance to the Club.

ARTICLE VIII — COMMITTEES

- Section 1. Standing Committees to handle special affairs of the Club shall be appointed by the President, and duties of said Standing Committees shall be defined by the Bylaws. The President is an ex-officio member of all Standing Committees.
- Section 2. The President may at any time appoint temporary Special-Purpose Committees for such purposes as deemed necessary. The President is an ex-officio member of all Special Purpose Committees.
- Section 3. The term of each Committee shall expire May 31 following its appointment unless terminated by proper completion of the task and/or discharge by the President.

ARTICLE IX — MEETINGS

- Section 1. The time and place of meetings shall be provided in the Bylaws. There shall be at least one (1) stated regular meetings of the membership each year which shall be designated as the annual Business meeting, and which shall include the election of the Board of Directors as provided in Article III Section 1 of the Bylaws.
- Section 2. Special Meetings of the Club and/or Board of Directors may be held when called by the President or the Board of Directors or by a petition containing at least twenty (20) signatures of Club members. Any other business may be transacted at any regular or Special Meeting of the Club.

ARTICLE X — BYLAWS

The Board of Directors may adopt or amend by a two-thirds vote of the entire Board such Bylaws not in conflict with the Charter or Constitution, as may be deemed necessary for proper administration of the Club. No proposed amendment to the Bylaws shall be voted on by the Board of Directors unless it has been proposed in writing, by mail or email, to Board members at least 30 days prior to a regular meeting or a meeting being called to vote on proposed changes.

ARTICLE XI — CONSTITUTION AMENDMENTS

This Constitution may be amended in accordance with the following procedure: First, it must be approved by the Board of Directors; second, it must be submitted to the Club membership in NATURE NOTES and/or on the website or by email; third, no earlier than the next meeting following publication it must receive an affirmative two-thirds vote of all the voting members present at a meeting of the Club, provided however, that Article III (Permanence) shall never be amended as long as there may be as many as 15 dissenting members.