GWC Ambassadors, Inc.

George Washington Carver Ambassadors, Inc.

By-Laws

Proposed by the By-Laws Committee
Adopted November 20, 2012

ARTICLE I
NAME

The name of this organization shall be The George Washington Carver Ambassadors, Inc (G.W.C.A., Inc), hereinafter referred to as GWCA, Inc.

ARTICLE II
CORPORATION

This corporation is a non-profit organization as defined by Section 501 (c) (3) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of this document, the organization is exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE III
PERIOD

The period of duration is perpetual.

ARTICLE IV
PURPOSE

The GWCA, Inc is organized for charitable and educational purposes in support of the mission of the George Washington Carver Museum and Cultural Center, hereinafter referred to as the Carver Museum. These include recruiting individuals and organizations for active participation, conducting fundraising activities and providing approved support to other Nonprofit (501(c) (3) organizations deemed appropriate in support of that mission.

ARTICLE V
OBJECTIVES

The objectives of the GWCA are to:

a. Establish and maintain communications with the Carver Museum and its parent organization, the City of Austin Parks and Recreation Department.
b. Develop and sustain a climate of mutual cooperation and exchange of ideas and information with the Carver Museum.
c. Support the Carver Museum by providing financial support and obtaining art, physical artifacts and other items deemed appropriate.
d. Promote the Carver Museum through education of the public on its programs and cultural relevance.

ARTICLE VI
MEETINGS

Section 1. The GWCA, Inc meetings will be held on the 3d Tuesday of each month, except for the months of July and December. The quorum to conduct an official meeting is five (5) voting members one of whom must be the President or Vice President in the absence of the President. The quorum to conduct an Executive Committee meeting is three (3) members of the Executive Committee.
Section 2. All meetings will be conducted using the guidelines of Roberts Rules of Order, latest edition.
Section 3 All business must originate at a regular or officially called meeting.
Section 4. Special and emergency meetings can be called for both the body and the Executive Committee by the President or Vice President, in the absence of the President, or by the Secretary if both are absent. Only the business for which the special or emergency meeting was called can be transacted. A Special called meeting will require that all involved (full body or Executive Committee) receive advance notice of fourteen (14) days. An Emergency called meeting will be called on an "as soon as possible" basis. Communication by either US mail, email to the address on file or telephone to the telephone number on file, including message if no answer, will constitute notification.

ARTICLE VII
OFFICERS

Section 1. The officers of the GWCA, Inc shall be the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Chaplain and Parliamentarian. These officers constitute the Executive Committee along with the Carver Museum Curator as an Ex-officio member.
Section 2. The minimum number of officers shall be three (3) consisting of the President, The Recording Secretary and the Treasurer.
Section 3. Except as indicated in Section 4, the term of office shall be two (2) years consecutive. The maximum time in same office that can be served is two (2) terms. These officers can be elected either by the majority vote or ballot, whichever is desired at the stated meeting. No member shall hold more than one elected office concurrently.
Section 4. The founding president will be permitted to continue to serve upon receiving concurrence by the body at the time of election of officers until he either retires, becomes incapacitated or otherwise unable to perform. In the latter case the recommendation to terminate his tenure will be made by the Executive Committee with two-thirds of the committee concurring. This section becomes void upon his termination of office.
Section 5. The election of officers shall be held every two (2) years in January at a regularly scheduled meeting and officers elected will be installed at that meeting with terms of office effective at the next regular meeting.
Section 6. No member shall be eligible to hold an office unless dues are paid in full prior to the election.
Section 7. The slate of officers will be determined and provided by the Nominating Committee.
Section 8. There will be no nominations from the floor.
Section 9. Persons seeking an office will file a note of intent to do so with the Nominating Committee Chair not later than the October meeting.

ARTICLE VIII
DUTIES of OFFICERS

Section 1. President: The president shall have the usual executive powers of supervision and management of the GWCA, Inc, including, but not limited to, presiding at all meetings, appointing all committee chairs and serving as ex-officio member of all committees. The president is authorized to purchase items for the GWCA, Inc not to exceed a total of $100.00 without prior approval.
Section 2. Vice President. The Vice President will perform the duties of the President in all cases in which the President is unable to serve, or when requested by the President. The Vice President automatically assumes the office of President should the President become unable to fulfill the term.
Section 3. Recording Secretary. The Recording Secretary shall record the minutes of all meetings of the GWCA, Inc. Additionally the Secretary will maintain the official membership roster and conduct roll call when required and preside over meetings in the absence of the President and Vice President. The Recording Secretary will accomplish the duties of the Corresponding Secretary in the absence of the Corresponding Secretary or should the Corresponding Secretary become unable to complete the term of office. The Recording Secretary will pay annual dues, and will be reimbursed the following year for services rendered the previous year with approval of the President.
Section 4. Corresponding Secretary. The Corresponding Secretary shall be responsible for preparing and distributing all correspondence for business undertaken by the GWCA, Inc. The Corresponding Secretary shall read and record all incoming correspondence pertaining to the GWCA, Inc and respond to those as directed by the President. The Corresponding Secretary shall perform the duties of the Recording Secretary in the absence of the Recording Secretary. The Corresponding Secretary shall assume the office of Recording Secretary should the Recording Secretary become unable to serve out the term. The Corresponding Secretary shall also receive all monies from the members, give proper receipt of same and provide monies received to the Treasurer and provide disbursement vouchers for the Treasurer to pay. The Corresponding Secretary will pay annual dues and will be reimbursed the following year for services rendered for the previous year with approval of the President.
Section 5. Treasurer. The Treasurer shall receive and deposit all funds received from the Corresponding Secretary, maintain a current and accurate ledger and provide an annual report and interim reports as required concerning the financial status of the GWCA, Inc. The Treasurer shall comply with added responsibilities as outlined in the Finances portion of the by-laws. The Treasurer will pay annual dues and will be reimbursed the following year for services rendered the previous year with the approval of the president.
Section 6. Chaplain. The Chaplain shall provide devotional services as required and visit members who are ill or experience death.
Section 7. Parliamentarian. The Parliamentarian shall insure that proper parliamentary procedures are followed during deliberations, including the mediation of procedural conflicts and questions that might arise. The Parliamentarian is the keeper of the governing proceedings of the organization using Robert's Rules of Order. The parliamentarian also serves as the chair of the By-laws Committee.

ARTICLE IX
DUES

Dues required are based on the membership plan under which the member joins. The specific details are outlined in the Membership Plan, Appendix A to these bylaws. Under normal circumstances the annual dues are $120.00 annually. Dues are due by the first meeting in January. Dues must be paid in full within 120 days. If dues are not paid by April 30th that member will be declared inactive. Any member that has not paid by the end of the year will be

dropped from the rolls. The dues of persons who join after June 30th will be prorated based on the remaining months left in the year.

ARTICLE X
MEMBERSHIP

Section 1. The membership of the GWCA, Inc shall be composed of all persons interested in supporting the mission of the Carver Museum. To join, the person must complete a Membership Application Form and pay dues through the current year. The Membership Application is located at appendix B.
Section 2. There are five (5) individual plans available for membership to the GWCA, Inc. These are Youth Membership, General Membership, Affiliate Membership. Senior Lifetime Membership and Lifetime Membership. The requirements for each plan to include the benefits derived are included in Appendix A

ARTICLE XI
FINANCES

Section 1. Fiscal year. The fiscal year for the GWCA, Inc is January 1 through December 31.
Section 2. Financial transactions, including incoming and outgoing funds will be supported by documentation.
Section 3. General directions for handling of funds of the GWCA are included in Appendix C: Finances. Detailed directions are included in the Financial Standard Operating Procedures (SOP) prepared and maintained by the Corresponding Secretary and the Treasurer.

ARTICLE XII
COMMITTEES

There shall be eleven (11) standing committees and one temporary committee.
The standing Committees are the Executive Committee, Committee on Finance, Committee on By-Laws, Committee on Public Relations/Newsletter, Committee on Education, Committee on Civic Affairs, Committee on Benevolence, Committee on Art, Committee on Communications, Committee on Genealogy and Committee on Ways and Means. The temporary committee is the Nominations Committee.
Section 1. The Executive committee consists of the GWCA, Inc officers along with the Carver Museum Curator as an Ex-officio member.
Section 2. The Committee on Finance shall produce and publish the financial procedures for the organization, develop and submit an annual budget for approval, review all activities involving finances against the budget, perform the annual and other audits as necessary and advise the body of its findings. This committee will be composed of not less than three members, two of whom must be the Treasurer and the Corresponding Secretary.
Section 3. The Committee on By-Laws shall make recommendations for revisions and amendments to the By-Laws. Once approved, the by-laws or changes thereto will be given to the Committee on Communications to be placed on the web site. This committee will consist of not less than three (3) members one of whom shall be the Parliamentarian who shall serve as chairperson.
Section 4. The Committee on Public Relation/Newsletter shall work with the Carver Museum Curator to create a positive public image according to the purpose of the GWCA, Inc and mission of the Carver Museum and publish a quarterly newsletter.

Section 5. The Committee on Education shall support the external and internal educational endeavors and issues supporting the purpose of GWCA, Inc. and the mission of the Carver Museum and provide information for the newsletter quarterly.
Section 6. The Committee on Civic Affairs shall determine interrelationships with the community, city and other governmental agencies and provide information for the newsletter quarterly.
Section 7. The Committee on Benevolence shall insure that remembrances are sent to members for birthdays or illness. The committee shall send condolences to the member or their immediate family in the event of death, etc, and shall provide information for the newsletter quarterly.
Section 8. The Committee on Art shall seek to purchase or put on loan art artifacts for the Carver Museum as deemed appropriate. These include paintings, sculpture, architecture, music, literature, drama and other fine arts items. Purchase must be approved by the body.
Section 9. The Committee on Communications shall develop and maintain the GWCA, Inc Website.
Section 10. The Committee on Ways and Means shall seek ways to obtain funds to support the efforts of the GWCA, Inc.
Section 11. The Committee on Genealogy shall support the Carver Museum in setting up the Genealogy Center and assist in teaching and assisting others in the tracing of their family tree.
Section 12. The Committee on Nominations. The Committee on Nominations shall develop and provide the slate of officers for vote by the GWCA, Inc. This is a temporary committee, appointed once every two years to develop the slate of officers and dissolved once that function has been completed.

ARTICLE XIII
STANDARD OPERATING PROCEDURES

Secton 1: Standard Operating Procedures (SOPs) are not considered as By-Laws. They provide specific procedural and administrative directions that expand on the operational requirements of these By-Laws.
Section 2. In addition to the Finance SOP listed in Article XI: Finances, all committees shall develop an SOP covering its operations
Section 3. Standard Operating Procedures shall be approved by the body and can be approved and/or amended by a majority vote of attendees at any properly called meeting.

ARTICLE XIV
AMMENDMENT

These By-laws may be amended at any regular or special meeting of this organization.
Section 1. Proposed changes shall be submitted to the By-Laws Committee. The By-Laws Committee will review the proposed changes for possible duplication or conflict and present at the next regular or special meeting called for that purpose.
Section 2. After having been submitted the proposed changes will be provided to the membership by email or letter not less than thirty-one (31) days prior to the date on which the changes are to be considered.
Section 3. Amendments will be passed by a majority vote of the eligible voting members present.

ARTICLE XV
DISSOLUTION

Section 1. Should the GWCA, Inc dissolve, all equipment purchased or solicited and/or gifts and memorials donated to the George Washington Carver Museum and Cultural Center by GWCA, Inc shall become the property of the City of Austin. Any and all monies, assets and equipment shall become the property of Austin Parks and Recreation Department and shall be used for the exclusive benefits of the George Washington Carver Museum and Cultural Center only. No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private personals 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 purpose set forth in Article four(?) hereof.

Section 2. Upon the GWCA, Inc dissolution of the corporation, any funds or property of any kind, real, personal, or mixed, such funds or property or rights thereto shall not be transferred to satisfaction of debts and claims. Upon dissolution of the GWCA, Inc assets of the corporation shall be distributed to one or more exempt organizations within the meaning of Section 501c3 of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a slate of local government for public purpose.

ARTICLE XVI
ATTESTATION

This amendment was adopted at a meeting of the members held on Nov 20, 2012 at which a quorum was present, and the amendment received by at least two-thirds of the votes which members present or represented by proxy or represented by proxy were entitled to cast.

President

Secretary

Treasurer