BYLAWS

SOUTH TEXAS INSTITUTE FOR THE ARTS
(Doing Business as the Art Museum of South Texas)

CORPUS CHRISTI, TEXAS
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ARTICLE I
MISSION AND ORGANIZATION

1.1 Mission. The Mission of the South Texas Institute for the Arts (the Institute), doing business as the Art Museum of South Texas, is to operate educational facilities and an art museum which advance the awareness, knowledge, appreciation and enjoyment of the visual arts for residents and visitors of South Texas.

To meet its educational mission, the Institute will present a variety of programs which include classes, lectures, films, performances and other activities which inspire community interest in the visual arts. These programs will be offered at the Art Museum of South Texas, the Antonio E. Garcia Arts and Education Center, and other outreach venues that serve the Institute’s mission.

In operating an art museum, the Institute will actively collect, conserve, exhibit, research and interpret outstanding works of visual art with particular interest in art of the Americas and of the region.

1.2 Operating Principles. The Institute shall operate in accordance with the following principles.
- Place education in its broadest sense at the center of its public service role;
- Seek the highest quality within all program offerings to serve the diverse audiences living in the South Texas region;
- Reflect the diversity of our society by establishing and maintaining a broad constituency of leadership, patronage and public programming;
- Assure the interpretive process manifests a variety in cultural and intellectual perspectives and reflects the diversity of the Institute’s public;
- Engage in active, ongoing collaborative efforts with a wide spectrum of organizations and individuals who can contribute to the expansion of the Institute’s public dimension;
- Maintain diversity among trustees, staff and volunteers to assure a breadth of perspective throughout the organization;
- Commit leadership and financial resources to maintain annual operating needs.

1.3 Non-Profit Status. The Institute is a non-profit corporation and will be organized and operated exclusively for charitable and educational purposes. No part of its net earnings shall inure to the benefit of any member, officer, trustee, director or private individual; nor shall it ever declare or make to any such persons any dividend or other distribution. No action shall be taken to jeopardize its federal income tax status under Internal Revenue Code Section 501(c) (3), as amended. The Institute’s non-profit status will also be registered and maintained as necessary within the City of Corpus Christi, Nueces County, and the State of Texas.

1.4 Contractual Relationship: Texas A & M University – Corpus Christi. The Institute has a contractual relationship with Texas A & M University – Corpus Christi (the University) whereby art museum employees are University employees and some operating expenses are provided. The Institute must match financial resources provided by the State of Texas through the University at a two to one ratio. In return for this support, the Institute provides a variety of services to the University and its students.
1.5 **Contractual Relationship: City of Corpus Christi.** The Institute has a contractual relationship with the City of Corpus Christi (the City) whereby the Institute operates the art museum in a City owned building. The City also provides some financial support to assist with the maintenance, security, and operating costs of the building.

**ARTICLE 2\nTRUSTEES**

2.1 **Categories of Trustees.** Unless otherwise specifically qualified, the term “Board” as used herein shall refer to those persons serving in all categories of Trustees. The Institute’s Board of Trustees shall be comprised of the following categories of Trustees:

- (A) Board of Trustees
- (B) Ex-Officio Trustees
- (C) Honorary Trustees
- (D) Emeritus Trustees

**ARTICLE 3\nBOARD OF TRUSTEES**

3.1 **Purpose and Authority.** The purpose of the Board of Trustees shall be to: (A) support the work and mission of the Institute through their contributions of time, money, and/or property, including works of art; (B) provide a body from which the Officers are normally elected; (C) elect Trustees; and (D) to serve on various committees authorized in these Bylaws.

The authority of the Board of Trustees includes the following:

1. The affairs and management of the Institute shall be governed by the Board of Trustees who shall have full power and control over all Institute property, effects and assets. They shall have full responsibility for the financial solvency of the Institute and its decisions of fiscal management shall be final. All fundraising activities undertaken in the name of the Institute by any person or group shall be subject to the approval of the Trustees and all net proceeds therefrom shall be tendered directly to the Institute to be expended as the Trustees shall direct.

2. The Trustees shall be responsible for developing and publishing a “Policies and Procedures” manual for the governance of the Institute.

3. The Trustees shall have the authority to establish and to set aside Institute property in a permanent endowment fund. The endowment fund may be created as part of the Institute or as a separately constituted trust fund to be managed by a separate board appointed by the Trustees, of which a majority shall be Trustees of the Institute.

3.2 **Number.** There shall be not less than fifty (50), nor more than seventy-five (75), Trustees in 2012 and thereafter. (In 2009, the number will be reduced to no more than one hundred fifty (150); in 2010, it will be reduced to no more than one hundred twenty-five (125); in 2011, it will be reduced to no more than one hundred (100); and in 2012, it will be reduced to no more than seventy-five (75)). Each Trustee shall have one vote, exercisable in person or by proxy. The Director of the Institute shall be entitled to all the rights and privileges of a Trustee, but shall not vote or be counted in determining the existence of a quorum or in determining whether the number of Trustees at any time exceed the fixed maximum.

3.3 **Nominations of Trustees.** At least ten (10) days prior to the annual meeting of the Board, the Trustee Affairs Committee shall nominate a slate of candidates up to the total number needed to fill the Board of Trustees. In selecting its slate, the Trustee Affairs Committee shall exercise appropriate care and prudence to assure broad representation of community interests.
in the promotion of the arts and the general purposes of the Institute. In addition, from time to
time, the Trustee Affairs Committee may nominate persons to fill vacancies on the Board to be
acted on at a regularly scheduled Board of Trustees meeting.

3.4 Election. The Board shall elect Trustees at the annual meeting of the Board and may fill
vacancies at a regularly scheduled meeting by the majority vote of the Trustees who are entitled
to vote and who are present in person, or by proxy, provided that a quorum of members is
present in person. Nominations may be made from the floor in addition to those of the Trustee
Affairs Committee, provided that at least twenty-five (25) Trustees support the nomination and
provided that the nominee has declared his or her willingness to serve as a Trustee and meet
the criteria for service as outlined herein. Each Trustee shall have one vote for each Trustee
position to be filled, without any right to cumulate such votes. In the event there are more
candidates than positions to be filled, the candidates receiving the largest number of votes for
the available positions on the Board shall be declared elected, even if no candidate receives a
majority of the votes cast. All votes shall be counted and results announced at the meeting by
the Chairperson of the Board.

3.5 Qualifications. In order to become a Trustee and to maintain status as a Trustee, a
person must be a member in good standing of the Institute and contribute a minimum of $1,000
annually to the Institute. This contribution can be in the form of cash, property, or in-kind
service. A Trustee must subscribe to the museum’s Code of Ethics during his or her term of
service. The determination of whether a Trustee has met the requirements of maintaining his or
her qualifications as a Trustee shall be made by the Chairperson of the Board in the
Chairperson’s sole judgment and discretion.

3.6 Terms. The term of service of a Trustee shall be three years. The terms of
approximately no less than one-third of the total number of Trustees shall expire each year.

3.7 Consecutive Terms. Trustees may be elected to three (3) consecutive three-year terms,
after which a Trustee must rotate off the Board for a period of one year.

3.8 Meetings. Trustees shall meet quarterly at such places designated by the Chairperson of
the Board in the Notice of Meeting, which notice shall be mailed or sent electronically at least
ten (10) days but not more than (30) days in advance of the date of the meeting. An annual
meeting of the Board shall be held during the last quarter of the fiscal year of the Institute.

3.9 Attendance. If a Trustee is absent from fifty percent of all regularly scheduled meetings
of the Board during any year of said Trustee’s term, he or she shall be deemed to have resigned
effective as of the second such absence. The Chairperson of the Board may, for good cause
shown, excuse any such absence of a Trustee, and the Chairperson of the Board shall
determine, in the Chairperson’s sole judgment and discretion, what constitutes good cause.

3.10 Quorum: Action by Majority. Twenty percent of the Trustees then serving shall constitute
a quorum for the transaction of business. Any meeting called pursuant to Section 3.8
hereinbefore at which a quorum is present shall constitute proper authority for the transaction of
any and all business conducted at the meeting. All actions taken and all business conducted at
such a meeting shall be authorized by a majority vote of the Trustees present in person or by
proxy. Each Trustee shall have one vote on each matter or motion presented, exercisable in
person or by proxy.
3.11 Proxy. All written proxies authorized by these Bylaws shall be executed electronically or in writing by the Trustees granting the proxy to the Board of Trustees Secretary.

**ARTICLE 4**

**EX OFFICIO TRUSTEES**

4.1 Purpose and Authority. The Mayor of the City of Corpus Christi (the City) and the President of Texas A & M University-Corpus Christi (the University) shall each automatically become Ex Officio Trustees upon taking such offices and their Ex Officio Trustee status shall continue, in each case, for the duration of their service in such elected or appointed positions. The Board of Trustees by a three-fourths majority vote of the entire Board may add to or delete any of the foregoing categories of Ex Officio members. This category is intended to authorize a Trustee position for a person holding an official position with a governmental entity or agency that substantially supports the Institute. Each Ex Officio Trustee shall supplant and succeed any person who shall have ceased to be an Ex Officio Trustee by virtue of termination of service in such elected or appointed position. No such Ex Officio Trustee shall be subject to the provisions of these Bylaws relating to eligibility or election.

4.2 Voting and Quorum. Each Ex Officio Trustee shall be entitled to all the rights and privileges of a Trustee, but shall not vote or be counted in determining the existence of a quorum, nor shall they be included in any count of Trustees in determining whether the number of Trustees exceeds the maximum fixed by paragraph 3.2 hereinbefore.

**ARTICLE 5**

**HONORARY TRUSTEES**

5.1 Purpose and Authority. The Board may from time to time, by a three-fourths majority vote of the Trustees present and voting at a meeting, at which a quorum is present, nominate and elect persons to serve as Honorary Trustees. Institute members who have completed active service as Trustees in a particularly distinguished manner and who express a willingness to continue active involvement with the Board of Trustees may be elected Honorary Trustees. The terms of said Honorary Trustees shall be for such period as may be designated by the Trustees.

5.2 Voting and Quorum. Honorary Trustees shall not be eligible to serve as Officers or be counted in determining the existence of a quorum, nor shall they be included in any count of Trustees in determining whether the number of Trustees exceed the maximum fixed by paragraph 3.2 hereinbefore, but they shall enjoy all other privileges of the Board of Trustees, including the right to vote.

**ARTICLE 6**

**EMERITUS TRUSTEES**

6.1 Purpose and Authority. The Board may from time to time, by a three-fourths majority vote of the Trustees present and voting at a meeting, at which a quorum is present, nominate and elect persons to serve as Emeritus Trustees, provided such persons meet the following criteria. In order to become an Emeritus Trustee, a person must have served at least two years on the Board of Trustees, donated property of substantial value to the Institute, and otherwise demonstrated truly exceptional commitment to the Institute. Their term of service shall be for life.
6.2  **Voting and Quorum.** Emeritus Trustees shall enjoy all the privileges of Trustees, including the right to vote. They shall, however, be excluded from the count of Trustees in determining whether the number of Trustees at any time exceeds the maximum fixed by paragraph 3.2 hereinbefore and they shall not be counted for purposes of determining a quorum.

**ARTICLE 7**

**OFFICERS**

7.1  **Authority and Duties.** In general, the Officers shall have such authority and duties as are given by the Bylaws. In the absence of the Chairperson, the next-ranking Officer present shall assume the authority and duties of the Chairperson, same to serve in the following order: Chairperson-Elect, Immediate Past Chairperson, Treasurer, and Secretary. The Chairperson shall preside at all meetings of the Board of Trustees and the Executive Committee. The Chairperson of the Board will appoint Committee Chairs for the following Standing Committees: Collections, Youth Education, Trustee Affairs, Membership, Temporary Exhibitions and Adult Education, Government Affairs, Communications and any Special Committees. The Chairperson will also be consulted on all Committee appointments. The Chairperson-Elect shall automatically succeed to the position of Chairperson upon the completion of the term of office of the outgoing Chairperson. The Chairperson-Elect serves as the Chair of the Development Committee. The Immediate Past Chairperson shall serve as parliamentarian and offer counsel and guidance to the Chairperson, when called upon. The Treasurer shall keep or cause to be maintained a complete set of books and records of account. The Treasurer serves as the Chair of the Finance Committee. The Secretary shall keep or cause to be maintained minutes of the proceedings of the Board and of all Standing Committees, and a record of the names and addresses of all Institute members and Trustees.

7.2  **Election.** The Board shall elect from among the Trustees all Officers of the Institute. It shall be the duty of the Trustee Affairs Committee to furnish a slate of officer nominations at least ten (10) days prior to the annual meeting. Election of Officers by the Board shall be held at the annual meeting. New Officers shall be effective on the first day of the new fiscal year of the Institute.

7.3  **Terms.** Officers shall serve a term of one year and thereafter until their successors are duly elected and qualified.

7.4  **Consecutive Terms.** Officers may be elected to consecutive terms, but no Officer shall serve beyond his term as a member of the Trustees and no Chairperson shall serve for more than two (2) consecutive terms.

**ARTICLE 8**

**STANDING COMMITTEES**

8.1  **Operation of Committees.** The appointed members of all Standing Committees shall be derived from the current membership roster of the Board and of the members of the Institute. The Director of the Institute may designate a senior staff member to attend any Standing Committee other than the Executive Committee. The Director and/or any staff member
attending any Standing Committee or Special Committee will not vote or participate in any official action taken or decision made by any Committee on behalf of the Board of Trustees. One-half of the committee members, but not less than three (3) persons, shall constitute a quorum present and eligible to vote for all Standing Committees, except the Executive Committee which requires one-half of the Committee members to be present or represented by proxy. The Committee Chairperson, in consultation with the Board Chairperson, shall select a Vice-Chairperson who will perform the duties of the Chairperson of the Committee when the Chairperson is unable to do so. The Committees shall meet as frequently as necessary to fulfill their stated objectives. Committee members may serve up to three consecutive years on a Committee.

8.2 Executive Committee. The Chairperson of the Executive Committee shall be the Chairperson of the Board. The Executive Committee shall be made up of the Chairperson, the Chairperson-Elect, the Treasurer, the Secretary, the Immediate Past Chairperson of the Board, the Institute Director, Chairpersons of all nine Standing Committees, the Endowment President, the Ex-Officio Trustees, Legal Counsel, and at least five but not more than ten at large Trustees nominated by the Trustee Affairs Committee and elected from the Board annually. Each member will serve on the Executive Committee for so long as he or she occupies their above-described position.

The Executive Committee shall have full power to review and act on behalf of the Board between Board meetings in all matters regarding the personnel, operations, facilities, and management of the Institute. All actions taken and all matters deliberated by the Executive Committee shall be reported to the Board of Trustees for their opportunity to comment, approve, and/or modify the decision made on behalf of the Board.

8.3 Development Committee. The Chairperson of the Development Committee shall be the Chairperson-Elect. The Development Committee will be made up of the Chairperson of the Board, the Institute Director and no less than five (5) and not more than ten (10) appointed members, all of whom shall be Institute members and at least half of whom shall be Trustees. Committee members shall be appointed by the Development Committee Chairperson following consultation with the Chairperson of the Board.

The Development Committee shall be responsible to the Board for the determination of financial sources, the development of contacts and the soliciting of funds required for the planned activities of the Institute; for the development and review of policies pertaining to fund raising for the Institute; and for the development and presentation of short and long-term fund raising plans.

8.4 Finance Committee. The Chairperson of the Finance Committee shall be the Treasurer. The Finance Committee will be made up of the Chairperson of the Board, the Institute Director, and no less than five (5) and not more than ten (10) appointed members, all of whom shall be Trustees appointed by the Committee Chairperson following consultation with the Chairperson of the Board.

The Finance Committee shall be responsible to the Board for the development and recommendation for approval of an annual budget, for oversight of the annual audit, and for advising the Board on all financial matters affecting the Institute.
8.5 **Collections Committee.** The Chairperson of this Committee shall be a Trustee appointed by the Chairperson of the Board. The Collections Committee will be made up of the Chairperson of the Board, the Institute Director, and not less than five (5) and not more than ten (10) appointed members, all of whom shall be Institute members and at least half of whom shall be Trustees. Committee members shall be selected by the Committee Chairperson following consultation with the Chairperson of the Board.

The Collections Committee shall be responsible to the Board for the development, review, and presentation of a responsive art collections policy that has a management plan and conservation plan. The Committee makes recommendations to the Board concerning acquisitions, loan of objects, and deaccessions. It also reviews the presentation of short and long-term plans of exhibitions of works of art from the permanent collection.

8.6 **Youth Education Committee.** The Chairperson of this Committee shall be a Trustee appointed by the Chairperson of the Board. The Youth Education Committee shall be made up of the Chairperson of the Board, the Institute Director, and not less than five (5) and not more than ten (10) appointed members, all of whom shall be Institute members and at least half of whom shall be Trustees. Committee members shall be selected by the Committee Chairperson following consultation with the Chairperson of the Board.

The Youth Education Committee shall be responsible to the Board for the development, review and presentation of a responsive art education program for children of all ages and for the development, review, and presentation of a short and long-term youth education plan.

8.7 **Trustee Affairs Committee.** The Chairperson of this Committee shall be a Trustee appointed by the Chairperson of the Board. The Trustee Affairs Committee shall be made up of the Chairperson and Chairperson-Elect of the Board, the Institute Director and not less than five (5) and not more than ten (10) appointed members, all of whom shall be Trustees. Committee members shall be selected by the Committee Chairperson following consultation with the Chairperson of the Board.

The Trustee Affairs Committee shall be responsible for the orientation of new Trustees; monitoring of board service; periodic review of these Bylaws and recommending proposals for the amendments thereto; monitor ethics compliance; assisting the Director with oversight of the Museum’s accreditation; and shall provide nominations to fill Board vacancies and the annual slate of Officers and at-large positions on the Executive Committee.

8.8 **Membership Committee.** The Chairperson of this Committee shall be a Trustee appointed by the Chairperson of the Board. The Membership Committee shall be made up of the Chairperson of the Board, the Institute Director and not less than five (5) and not more than ten (10) appointed members, all of whom shall be Institute members and at least half of whom shall be Trustees. Committee members shall be appointed by the Membership Committee Chairperson following consultation with the Chairperson of the Board.

The Membership Committee shall be responsible to the Board for the development, review, and presentation of individual and corporate membership policies and programs; for the determination of sources for memberships, development of contacts, and the solicitation of membership funds of the Institute; and for the development, review and presentation of a short and long-term membership plan.
8.9 **Temporary Exhibitions and Adult Education Committee.** The Chairperson of this Committee shall be a Trustee and appointed by the Chairperson of the Board. The Temporary Exhibitions and Adult Education Committee will be made up of the Chairperson of the Board, the Institute Director, and not less than five (5) and not more than ten (10) appointed members, all of whom shall be Institute members and at least half of whom shall be Trustees. Committee members shall be selected by the Committee Chairperson following consultation with the Chairperson of the Board.

The Temporary Exhibitions and Adult Education Committee shall be responsible to the Board for the development, review, and presentation of a short and long-term exhibition plan and related programming for adults, including college-age students.

8.10 **Government Affairs Committee.** The Chairperson of this Committee shall be a Trustee appointed by the Chairperson of the Board. The Government Affairs Committee shall be made up of the Chairperson of the Board, the Institute Director, and not less then five (5) and not more than ten (10) appointed members, all of whom shall be Trustees. Committee members shall be selected by the Committee Chairperson following consultation with the Chairperson of the Board.

The Government Affairs Committee shall be responsible for coordinating and nurturing relationships with all City, County, State, and Federal governmental entities with which the Institute has or could develop partnerships.

8.11 **Communications Committee.** The Chairperson of this Committee shall be a Trustee appointed by the Chairperson of the Board. The Communications Committee shall be made up of the Chairperson of the Board, the Institute Director, and not less than five (5) and not more than ten (10) appointed members, all of whom shall be Institute members and at least half of whom shall be Trustees. Committee members shall be appointed by the Communications Committee Chairperson following consultation with the Chairperson of the Board.

The Communications Committee shall be responsible to the Board for the development, review, and presentation of a short and long-term communications plan; for the marketing of the Institute and its exhibitions and programs to the public; and for developing policies and programs designed to advance the public image of the Institute.

8.12 **Special Committees.** The Chairperson of the Board, with the approval of the Executive Committee, may create such additional Committees as the Chairperson shall deem appropriate. Each specially created Committee shall be chaired by a Museum member who shall have responsibility to report all Committee actions and recommendations directly to the Executive Committee and the Board. The duties of these Special Committees shall be set forth in the resolution of the Executive Committee creating or authorizing the establishment of such Special Committees. All of the members of any such Special Committee shall be Institute members.

**ARTICLE 9**

**SUPPORT GROUPS**

9.1 **Purpose and Authority.** The Board is empowered to establish Support Groups necessary to meet the mission of the Institute. Each Support Group established may adopt its own Bylaws provided such Bylaws do not conflict with those of the Institute. In the event of such conflict, the Bylaws of the Institute shall control. The Support Groups shall conduct operations in such
manner as to fully comply with the Institute’s Bylaws and obligations to federal, state, and local government agencies, to the public, and to its membership. Any funds solicited by or obtained in any manner for a Support Group shall be held under the authority of the Institute; and expenses or disbursements will likewise be made under the authority of the Institute. Each Support Group shall provide current information to the Institute concerning their activities so that all such transactions may be properly recorded in the audited books of the Institute.

9.2 Voting and Quorum. The Chairperson of the Board shall appoint one person to the Trustees to represent any established Support Group. The Support Group representative shall enjoy all privileges of the Trustees, but shall not be eligible to serve as an Officer, shall not be able to vote, and shall not be counted in determining the existence of a quorum, nor shall they be included in any count of Trustees in determining whether the number of Trustees exceeds the maximum fixed by paragraph 3.2 hereinbefore.

ARTICLE 10
MEMBERSHIP

10.1 Non-Membership Corporation. The Institute shall be a non-membership corporation and shall have no members within the meaning of Article 2.08 of the Texas Non-Profit Corporation Act.

10.2 Members. The Institute may, nevertheless, use the word “Members” to designate those persons, groups, firms, and corporations having such privileges and status with the respect to the various activities and functions of the Institute as the Board may from time to time determine. Such “Members” shall have no voting or other legal or equitable rights in the Institute except in their capacity as members of Standing Committees. Such “Membership” when so established by the Board shall be open to any person, group, firm or corporation applying for the same, unless rejected for cause. Classes of such “membership,” the relative privileges thereof, and the dues thereof shall be such as may be, from time to time, determined by the Board.

ARTICLE 11
MISCELLANEOUS

11.1 Fiscal Year and Fiscal Issues. The fiscal year of the South Texas Institute for the Arts shall be the year beginning on January 1 and ending December 31 of the same year. For income tax purposes, the Board shall have the right to select an accounting period most satisfactory for that purpose. The Institute will conduct an annual audit of the financial records by a certified public accountant and the completed annual audit will be reviewed and approved by the Board of Trustees.

11.2 Amendment of Bylaws. These Bylaws may be amended at any regular or special meeting of the Board, provided notice of such proposed action is given to each Trustee at least ten (10) days prior to such meeting in writing or via electronic communication. These Bylaws may be amended by a majority vote of all the Trustees in person or by proxy, and the method of amendment shall be determined by a majority vote of all the Trustees, provided that nothing herein contained shall under any circumstances permit the amendment of Article I in any manner to constitute a basis for denial of tax exemption under applicable laws and any such attempted amendment shall be null and void.
11.3 **Notice.** Notice of any matter, including the time and place of any meeting, shall be considered given when given or delivered personally, or by electronic communication to the electronic address given to the Institute, or when deposited in the United States mail with postage prepaid, addressed to the appropriate person at his or her address as shown by records of the Institute.

11.4 **Rules of Procedure.** All meetings of the Board and all Committees shall be conducted in accordance with the most recent edition of Robert’s Rules of Order.

11.5 **Location and Offices.** The Institute’s offices are located in the Art Museum of South Texas at 1902 North Shoreline Boulevard, Corpus Christi, Texas 78401.

### ARTICLE 12
**MUSEUM MANAGEMENT**

12.1 **Director Duties.** The Director of the Institute shall be an ex officio member of the Board of Trustees and responsible to the Board and to the President of the University for all matters relating to management and administration of the Institute programs and daily operations. The Director shall be responsible for recruiting, hiring, training, and terminating staff in accordance with University policies and procedures, with the exception of the Development Officer. The Development Officer works in coordination with the Director and reports directly to the University’s Institutional Advancement Office. The Director shall be appointed and shall serve at the pleasure of the University and shall report to the President of the University, or his/her designee, who shall consult with the Institute Board in matters affecting the employment of the Director. The Director shall be an ex officio member of all Standing Committees, but shall not vote or be counted in determining the existences of a quorum or in determining whether the number of Committee members exceeds the maximum fixed by these Bylaws for said Committee.

12.2 **Art Museum Employees.** The employees of the Museum are University employees and shall be state employees subject to state law, as well as Texas A & M University System policies, regulations and University rules. The Institute shall reimburse the University for the total payroll budget for Art Museum employees; less the amount the University budgets from funds appropriated by the legislature.

### ARTICLE 13
**INDEMNITY**

13.1 **Right to Indemnification.** The Institute shall indemnify each person who was, is or is threatened to be made a named defendant or respondent in a proceeding by reason of the fact that he or she is or was a Trustee or Officer of the Institute, to the full extent authorized by the Texas Business Corporation Act, as the same exists or may hereafter be amended (provided that no such amendment shall adversely affect any right or protection of a person indemnified hereunder existing at the time of such amendment.) The right to indemnification conferred in this Article shall be a contract right and shall include the right be paid by the Institute the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an “advancement of expenses”); provided, however, that an advancement of expenses shall be made only upon satisfaction by the Director, Trustee or Officer of any requirements imposed by the Texas Business Corporation Act as conditions to such an advancement of expenses.
13.2 **Non-Exclusivity of Rights.** The rights to indemnification and to the advancement of expenses conferred in this Article shall be in addition to and not in limitation of any other right which any person may have or hereafter acquire under any statute, the Institute’s Articles of Incorporation or Bylaws, or otherwise.

13.3 **Insurance.** The Institute may, in its sole discretion, purchase and maintain insurance or another arrangement, at its expense, to protect itself and any Trustee, officer, employee or agent of the Institute or another corporation, partnership, joint venture, trust or other enterprise against expense, liability or loss, whether or not the Institute would have the power to indemnify such person against such expense, liability or loss under the Texas Business Corporations Act.

13.4 **Indemnification of Employees and Agents of the Institute.** The Board may, but is not required to, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Institute to the full extent permitted by the laws of Texas.