

THE TEXAS STATE HISTORICAL ASSOCIATION

BYLAWS

Amended March 3, 2000, March 2, 2001, March 5, 2004 and March 7, 2008

Article I. Name

The name of this Society shall be THE TEXAS STATE HISTORICAL ASSOCIATION, sometimes referred to herein as “Association.”

Article II. Purpose

The purpose of the Association shall be to foster the appreciation, understanding, and teaching of the rich and unique history of Texas and by example and through programs and activities encourage and promote research, preservation, and publication of historical material affecting the state of Texas.

Article III. Membership

There shall be two classes of membership in the Association:

3.1. *Member.* A Member is a person or entity interested in supporting the purpose of the Association and is current with payment of dues. In all matters governed by the vote of the membership a Member shall be entitled to one vote. A Member must be present to vote, and the right to vote cannot be delegated by proxy, except in the case of a legal entity, such entity may designate an individual present at the meeting to cast its vote.

3.2. *Honorary Life Member.* A person who has rendered eminent service to Texas or to the Association may be elected an Honorary Life Member by a vote of two-thirds (2/3) of the members of the Board of Directors present at the meeting in which the vote is taken. Such member shall be exempt from the payment of dues and shall have no voting rights.

Article IV. Meeting of the Membership

4.1. *Annual Meetings.* Annual meetings of the Association shall be held at a place in the state of Texas and at such times as may be determined by the Board of Directors. At the annual meeting officers and members of the Board of Directors shall be elected and votes taken upon those matters in which the vote of the membership is provided for in these Bylaws.

4.2. *Special Meetings.* Special meetings of the membership may be called only upon an affirmative vote of eight members of the Board of Directors. The Secretary of the Association shall notify the members in writing of the date, place, and purpose of the special meeting, all as determined by the Board of Directors. Such notices shall be effected by depositing said notice with the United States Post Office at least two weeks before the date of said meeting.

Article V. Fellow

A person of any classification of membership who has demonstrated through distinguished published works, or other exemplary scholarly activity, a special aptitude for historical investigation relating to the state of Texas may be elected by the Board of Directors a “Fellow of the Texas State Historical Association.” Their election shall be announced at the first annual meeting of the Association after their election. In any given year the number of Fellows elected, if any, shall be within the sole discretion of the Board of Directors; however, at no time shall there be more than three persons elected as Fellows of the Association each year.

Article VI. Officers

6.1. *Officers, Election, and Term.* The officers of the Association shall consist of a President, a First Vice President, and a Second Vice President. To be eligible to serve as an officer one must be a member in good standing in the Association except that of Honorary Member. Officers shall serve for a term of one year except as may be otherwise provided in Section 6.2 of the Bylaws. The President shall report to the Board of Directors, and the Vice Presidents shall report to the President.

The First Vice President shall be the President-Designate and shall succeed to the office of President upon the expiration of the President's term of office. The Second Vice President shall be First Vice President Designate and shall succeed to the office of First Vice President upon the expiration of the term of office of the First Vice President.

6.2. *Election of Officers.* At the annual business meeting of the Association the Nominating Committee shall submit a written report containing the names of its nominees for the various offices of the Association and for the Board of Directors vacancies, which are to be elected by the membership under the provisions of the Bylaws. After the report of the Nominating Committee nominations may be made from the floor. A nominee receiving the highest vote of the membership present at the meeting shall be elected to the respective offices and vacancies. Should there be more than two nominees for a position there shall be a run-off if no one nominee receives a majority of the votes present. Those elected at the annual meeting shall take office at the adjournment of the meeting at which they are elected.

6.3. *Vacancies.*

(a) Should the office of President for any reason become vacant, the First Vice President shall succeed to the office of President and serve as President for the remainder of the unexpired

term, and shall also serve as President for the following one-year term for which he/she would have served had the vacancy not occurred.

(b) Should the office of First Vice President become vacant for any reason, the Second Vice President shall succeed to the office of First Vice President and serve as First Vice President for the remainder of the unexpired term, and shall also serve as First Vice President for the following one-year term for which he/she would have served had the vacancy not occurred.

(c) Should the office of Second Vice President for any reason become vacant, the Nominating Committee will recommend a replacement to the Board of Directors, who, if approved by the Board, will serve in such capacity until the next annual meeting, at which time he/she will be included in the nominees to be voted upon at the business session. In the event the candidate recommended by the Nominating Committee is not accepted by the Board of Directors, then the Nominating Committee shall provide alternative recommendations to the Board for its consideration.

6.4. Duties of President.

(a) The President shall serve as Chairman of and preside at all meetings of the Board of Directors.

(b) The President shall appoint all standing and special committees of the Association, except for the Publications Committee.

(c) The President shall be an ex-officio member of all committees.

6.5. Duties of the First Vice President. In the event of the absence of the President, the First Vice President shall assume the duties of the President and perform such assignments and duties that may be assigned to him by the President or the Board of Directors.

6.6. Duties of the Second Vice President. The Second Vice President shall perform those assignments that may be made to him by the President or the Board of Directors.

6.7 Duties of the Secretary. The Secretary shall be elected by the members of the Board of Directors. The Secretary shall keep the minutes of all meetings of the Board of Directors, attest all documents executed by the Association when required, and perform such other duties as may be assigned by the Board of Directors.

Article VII. Board of Directors

7.1. The management of the affairs of the Association shall be vested in the Board of Directors, which shall consist of the President, the Vice Presidents, the two immediate past Presidents, and sixteen (16) elected members. The elected members of the Board of Directors shall serve for a term of three (3) years and no members of the Board of Directors shall serve more than six (6) years continuously unless his term has been extended by the fact that he has

been elected an officer of the Association. In the event an elected member of the Board of Directors is elected an officer of the Association, that person shall continue on the Board in the capacity of an officer and a vacancy shall thereby be created in the membership of the Board, which vacancy shall remain vacant until the vacancy is filled by the Nominating Committee. The President may not appoint a member of the Board of Directors to the Nominating Committee in the year in which that member will be eligible for a second three (3) year term. A prior member of the Board is eligible for additional terms after one year from the last date of the service on the Board or as an officer of the Association.

7.2. The Board of Directors shall meet at least twice each year, the first during and at the site of the annual membership meeting and the second, or any additional meetings, upon the call of the President at such place and at such time as may be set by the President. A quorum for a meeting shall be a majority of those serving on the Board of Directors at the time such meeting is called. Each member present at a meeting shall have one vote, and voting shall not be by proxy.

7.3. The powers of the Board of Directors shall be:

(a) The Board of Directors shall appoint the Director of the Association.

(b) Under circumstances not otherwise provided for in the Bylaws, the Board of Directors shall be empowered to fill vacancies in all offices of the Association, and the person so appointed shall serve until the succeeding annual meeting of the membership. In the case of the death or resignation of a member of the Board of Directors, the Nominating Committee shall make recommendations to the Board of Directors as to a replacement, subject to approval by the membership at the next annual business meeting. The replacement shall not count as part of a normal term unless the replacement takes place during the first three (3) months of the former member's term.

(c) The Board of Directors may create such additional offices or such standing and special committees as it may deem necessary and proper in carrying out the purposes and activities of the Association.

(d) The Board of Directors shall direct and be responsible for the financial matters of the Association, including the control and investment of the assets of the Association, with power to purchase or sell securities or other property held or needed by the Association.

(e) The Board of Directors shall be the final authority on all matters of personnel, including salaries, as may be recommended to the Board of Directors by the Director.

(f) The Board of Directors at any regular or called meeting shall, with two weeks prior written notice to the members of the Board, have the power to create or discontinue various levels of membership as it may deem in the best interest of the Association and establish or amend the amount of the dues applicable to each membership classification. The Board of Directors shall determine the rules and procedures by which members shall be dropped from the membership rolls.

(g) The sixteen elected members of the Board of Directors shall be elected by the members at the annual meeting of the Association on a staggered basis. The Board of Directors shall determine the order in which the staggered elections are to be administered.

(h) The powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors, subject to any limitation imposed by statute, the articles of incorporation or these bylaws as to action which requires authorization or approval by the membership.

7.4. The members of the Board of Directors of the Association shall not be liable to the Association or its members for monetary damages for an act or omission in the board member's capacity as a board member, except that this amendment shall not eliminate or limit the liability of a board member for any of the matters described in Article 7.06B (1)-(5) of the Texas Miscellaneous Corporation Laws Act.

7.5. The Board of Directors by a two-thirds (2/3) vote of the Board may designate a former member of the Board as a Lifetime Honorary Member of the Board in recognition and appreciation of outstanding contribution to the Board and the Association, but such individual shall not have the right to vote on any matter before the Board.

Article VIII. Director

8.1. The Director shall be appointed by the Board of Directors and shall be the Chief Executive of the Association. The Director shall be responsible for all operations of the Association, subject to the policies set by the Board of Directors. The Director shall be directly responsible to and report to the Board of Directors through the President. The Director shall be a non-voting, ex-officio member of the Board of Directors and of the Association's Development Committee.

8.2. The duties of the Director shall include:

- (a) Responsibility for all association personnel;
- (b) Development and oversight of the annual budget of the association;
- (c) Supervision of all association fundraising activities;
- (d) Oversight of publicity for association activities and programs;
- (e) Representing the association at public and governmental functions as needed.

8.3 In addition, the Director shall carry out special projects as assigned by the President or by vote of the Board of Directors.

Article IX. Chief Historian

9.1. The Chief Historian of the Association shall be appointed by the Board of Directors. The Chief Historian shall be responsible for the scholarly work of the Association, subject to the policies set by the Board of Directors. The Chief Historian shall be directly responsible to and report to the Board of Directors through the President. The Chief Historian shall be a non-voting, ex-officio member of the Board of Directors and serve as Chair of the Association's Publications Committee. He/she must be a member of the academic community.

9.2. The Chief Historian shall be the Editor of the *Southwestern Historical Quarterly* and shall work with the Director of Publications to appoint the Associate Editor and Editorial Assistants of the *Quarterly* as needed. In this connection the Chief Historian shall be responsible for seeing that the material published in the *Quarterly*, including the Book Reviews section, and all other publications (including electronic) of the Association shall have a bearing upon the history of Texas.

9.3. In all matters regarding scholarship, the directors of publications, education, and the *Handbook* shall report to the Chief Historian.

9.4. In the event of disagreement between the Chief Historian and the Director of the Association, the President of the Association shall serve as arbiter. The decision of the President may be appealed to the full Board of Directors, the decision of which shall be final.

9.5. The Chief Historian shall, subject to the concurrence of the Board of Directors, annually select members of the Publications Committee and shall serve as Chairman of the committee. In this connection, in addition to the Director and President of the Association, the Publications Committee shall consist of no more than eight (8) members, and no less than four (4).

Article X. Publications

The Association shall from time to time undertake such publications as may be recommended by the Chief Historian and the Publications Committee and approved by the Board of Directors. The principal publication of the Texas State Historical Association shall be the *Southwestern Historical Quarterly*, and it shall have precedence over all other publications of the Association.

Article XI. Committees

11.1. Standing committees of the Association shall be as follows:

(a) *Membership Committee*. The number serving on the Membership Committee shall be determined by the President and shall be appointed by the President. This committee shall have the responsibility of seeking and obtaining new members of the Association as well as the renewal of existing memberships, for the various categories of membership as may exist from

time to time, and of making recommendations to the Board of Directors with respect to the creating of classifications of membership and the level of dues to be assessed by the Association.

(b) *Nominating Committee*. Prior to the adjournment of the annual meeting the incoming President elected to serve during the ensuing year shall name his appointees to the Nominating Committee. This committee shall be composed of a Chairman, who shall be the outgoing President of the Association, and four other members, two serving as current members of the Board of Directors and two from the general membership. This committee shall recommend to the Association membership nominees for the office of President, First Vice President, and Second Vice President, and members of the Board of Directors. The election of the officers and Board of Directors shall be voted upon at the business session of the annual meeting of the ensuing year. The announcement of the names of this committee prior to the adjournment of the annual meeting will give the members of the Association an opportunity to suggest nominees to the committee during the year prior to the annual meeting of the ensuing year. The committee's report shall be delivered to the President not later than five days before the next ensuing annual meeting, with a copy to the Board of Directors. The Chairman or a member of the committee designated by the Chairman shall present the committee's report at the annual meeting upon the call of the President.

(c) *Development Committee*. The members of the Development Committee shall be appointed by the President. This committee shall take leadership in the development work of the Association.

(d) *Finance Committee*. The members of the Finance Committee shall be appointed by the President. This committee shall review periodically the financial operations of the Association, including investments, and make such recommendations to the Board of Directors as it may deem appropriate.

(e) *Program Committee*. Each incoming President shall appoint a Program Committee for the annual meeting two years hence, which committee shall plan and be responsible for carrying out the program for the meeting of the Association to be held two years hence. The members of the committee shall be appointed by the President only after consultation with the Chairman of the committee.

(f) *Handbook Committee*. The President shall appoint a *Handbook* Committee, which shall consist of not more than eight (8) members, half of which shall be members of the Board of Directors. The purpose of this committee is to be available to the Chief Historian and the director of the *Handbook* for consultation in all matters relating directly to the publication of the *Handbook*.

(g) *Resolutions Committee*. The Resolutions Committee shall be appointed by the President to serve for one year and to prepare and present to the membership for a vote at the ensuing annual meeting of the Association those resolutions it deems proper and timely. Such resolution may be amended on the floor at the annual meeting. Should an individual seek to present a resolution not presented by the committee, such resolution may be presented for consideration at the annual business meeting of the Association, provided such resolution is presented in writing

to the President prior to the time the business meeting is called to order. This limitation on the presentation of a resolution may be overruled by a vote of two-thirds (2/3) of the members present and voting.

(h) *Bylaws Committee.* The President shall appoint the members of the Bylaws Committee. The Committee shall word the bylaws to reflect the intent of the recommendations from the Board of Directors.

(i) *Audit Committee.* The Audit Committee shall be appointed by the President and shall audit the books and records of the Association annually, and report its finding to the Board.

(j) *Archives Committee.* The President shall appoint the members of the Archives Committee. The Archives Committee shall review matters concerning archives and archives records, and furnish reports to the Board upon request.

(k) *Education Committee.* The Education Committee shall be appointed by the President. Its purpose is to assist the Director of Education in planning the Association's education programs and it shall make reports to the Board.

(l) *Publications Committee.* The Publications Committee shall be appointed by the Chief Historian in accordance with Section 9.5. No less than four (4) of the appointed committee members shall be either Fellows of the Association or members of the Board of Directors. The Publications Committee shall be responsible for recommending to the Board publication of books as required under Article X.

(m) *Term of Appointment.* All appointees to committees and special committees shall serve for a term of one year; however, members of committees are eligible to be reappointed.

11.2. Special committees may be constituted as may be deemed necessary and proper by the President or by the Board of Directors.

Article XII. Balance of Officers and Board of Directors

For many years there has been an established custom that the presidency of the Association be alternated from year to year between academic and nonacademic members and that the membership of the Board of Directors likewise be balanced substantially between these two groups. An academic member is described as an active or retired employee of an accredited academic institution.

This custom is hereby incorporated into the Bylaws with the recognition that limited flexibility must be exercised where unusual circumstances dictate.

Article XIII. Operating Policy

The President shall make all appointments within two (2) months of the President taking office. The President and Director shall publish a calendar, within the President's first two (2) months, of anticipated scheduling of all committee meetings for the remainder of the President's term of office. The President and Director shall write and transmit letters of high expectation to new Board of Directors members, specifically emphasizing the duty of regular attendance. The Nominating Committee shall attempt to interview candidates for the Board of Directors and meet only when all members can attend. The Director shall report regularly to the President and to the Board of Directors and committee chairs as appropriate.

Article XIV. Amendments

Amendments to the Bylaws shall be first approved by the Board of Directors and then be approved by a two-thirds (2/3) vote of the members of all dues-paying classifications present and voting at any annual meeting, provided that the notice of the substance of the proposed amendment shall be included or inserted in the announcement of the annual meeting of the Association.

Article XV. Transitional Provision

Because of the extraordinary nature of events that have or will transpire during 2008 through March 2009 due to the negotiation of a new business relationship, should a power necessary to the Board of Directors to effectuate the consummation of such business relationship be required that is outside of those stated herein, any limitation imposed by these bylaws on the powers of the Board of Directors shall be suspended as necessary to effectuate the business relationship, but this provision shall be eliminated from the bylaws, effective March 10, 2009.

Article XVI. Adoption of Bylaws

These Bylaws shall be effective upon the affirmative approval of two-thirds (2/3) of the Board of Directors and by a two-thirds (2/3) vote of the current membership present and voting at an annual meeting of the Association.

By the adoption of these Bylaws, the undated "The Constitution of the Texas State Historical Association" adopted in 1975, and all amendments thereto, are amended in their entirety, and these Bylaws, together with the Charter of the Association issued by the Secretary of State of the state of Texas on January 28, 1938, shall constitute the sole governing documents of this Association.

Adopted at the one hundred and twelfth annual meeting, Corpus Christi, March 7, 2008