

# THE TEXAS STATE HISTORICAL ASSOCIATION

## BYLAWS

Amended March 3, 2000, March 2, 2001, March 5, 2004, March 7, 2008, March 1, 2013,  
March 7 2014, March 6, 2015, March 3, 2017, March 9, 2018

### **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.

4.3 *Record dates.* The record date for determining the members of the Association entitled

to: (A) receive notice of the annual meeting of members, shall be those persons who are considered members on December 1 of the preceding year; (B) eligibility to vote at an annual meeting of the members shall be those members who are in good standing as of 12 a.m. on the day of the annual meeting. The respective record dates for special meetings shall be determined by the Board of Directors in the resolution calling for the special 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, First Vice President, Second Vice President, Secretary, and Treasurer. To be eligible to serve as an officer one must be a member of the Association in good standing. 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 except as otherwise provided in these Bylaws, the Vice Presidents, Secretary, and Treasurer 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 and members of the Board of Directors.* At the annual business meeting of the Association, the Nominating Committee shall submit a written report containing the names of its nominees for President, First Vice President, Second Vice President and each of the Board of Directors vacancies, all of which shall be elected by the membership under the provisions of the Bylaws. After the Nominating Committee's report has been made, other nominations may be made from the floor. A nominee receiving the highest vote of 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. The Secretary and the Treasurer, and any other officer designated by the Board of Directors, shall be elected by a majority vote of the Board of Directors and may be removed by a majority vote of the Board of Directors at any regular or called meeting of the Board of Directors. The Secretary and Treasurer may serve for more than one term in their respective offices, in such instances each must be re-elected every year by official Board action.

### 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. At least one member of each standing and special committee shall be a current member of the Board of Directors.

(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 (a) keep the minutes of all meetings of the Board of Directors and all business actions taken by the membership at any special or annual meeting of the Association, (b) maintain a current version of the Bylaws and ensure that the current version is posted on the Association's website, (c) attest all documents executed by the Association when required, and (d) perform such other duties as may be assigned by the Board of Directors.

*6.8. Duties of the Treasurer.* The Treasurer shall (a) be responsible for causing regular books of account to be kept by the Association, (b) communicate to the President and the Board of Directors at each Board meeting and from time to time when requested an account of the financial condition of the Association, (c) deliver to the membership a report of the financial condition of the Association at each annual meeting, (d) serve as a non-voting, ex-officio member of the Finance Committee, (e) work with the Chief Executive Officer in the preparation of periodic financial reports and proposed budgets, (f) confirm and report to the President and Board of Directors that all necessary tax documents and accompanying addendums have been filed annually and on time with the IRS to insure the continuation of the Association's 501 (c) 3

status, and (g) perform all other duties required of the Treasurer by the Board of Directors.

6.9 *Functional Titles.* Staff titles such as Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, Chief Information Officer, or other titles as may be deemed appropriate and necessary, may be used, but shall not to be confused with the aforementioned Board leadership.

## **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/her term has been extended by the fact that he/she has been elected an officer of the Association and/or he/she served an incomplete term consecutively with two complete (3) year terms as described in Bylaws section 7.3.b. 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 Chief Executive Officer 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. In the case that a member of the Board of Directors is serving an incomplete term, that accordingly does "not count as a normal term" because it falls as less than 2 years and 9 months, in all association documents and electronic listings, said member's "second term" will not be marked as such until said member is reelected to serve a second full 3-year term consecutively following a full 3-year 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 Chief Executive Officer.

(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.

(i) The Board of Directors may fill a vacancy on the Board by the affirmative vote of the majority of the remaining members of the Board, regardless of whether that majority is less than a quorum. The member of the Board elected in this manner shall serve until the membership of the Association, at the next annual meeting of the Association or special meeting of Association members called for that purpose, elects a Board member to serve for the remaining unexpired term of the former Board member whose resignation, removal or death resulted in the vacancy. A vacancy in the Board occurring because of an increase in the number of members of the Board shall be filled only by election of the members of the Association at the next annual meeting of the Association or at a special meeting of members of the Association called for that purpose.

7.4. A member of the Board of Directors shall discharge his/her duties, including duties as a Committee member, in good faith, with ordinary care, and in a manner the member reasonably believes to be in the best interest of the Association. A member of the Board is not liable to the Association, another member of the Association, or any other person for an action taken or not taken as a member of the Board if such member acts in compliance with this section. A person seeking to establish liability of a member of the Board must prove that the Board member did not act: (1) in good faith; (2) with ordinary care; and (3) in a manner the member of the Board reasonably believed to be in the best interest of the Association. A member of the Board is not considered to have the duties of a trustee of a trust with respect to the Association or with respect to any property held or administered by the Association, including property subject to restrictions imposed by the donor or transferor of such property.

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.

7.6 A member of the Board of Directors may be removed from office with or without cause upon a two-thirds vote of the other members of the Board. If a Board member is removed, the President will notify the member of the action taken by the Board.

7.7 A member of the Board of Directors may resign at any time by providing written notice to the President and Chief Executive Officer, and such resignation shall be effective on the date provided in such written notice.

7.8 (a) The Board of Directors may: (1) contract with an advisor who is an investment counsel or a trust company, bank, investment advisor, or investment manager; and (2) confer on that advisor the authority to: (A) purchase or otherwise acquire a stock, bond, security, or other investment on behalf of the Association; and (B) sell, transfer, or otherwise dispose of an asset or property of the Association at a time and for a consideration the advisor considers appropriate.

(b) The Board of Directors may: (1) confer on an advisor described by Subsection (a) of this Section 7.8 other powers regarding the Association's investments as the Board considers appropriate; and (2) authorize the advisor to hold title to an asset or property of the Association, in the advisor's own name or in the name of a nominee, for the benefit of the Association.

(c) The Board of Directors is not liable for an action taken or not taken by an advisor under this Section 7.8 if the Board acted in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor, with or without cause, if the Board considers that action appropriate or necessary.

### **Article VIII. Chief Executive Officer**

8.1. The Chief Executive Officer shall be appointed by the Board of Directors and shall be the Chief Executive of the Association. The Chief Executive Officer shall be responsible for all operations of the Association, subject to the policies set by the Board of Directors. The Chief Executive Officer shall be directly responsible to and report to the Board of Directors through the President. The Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer 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 making recommendations to the Board of Directors with respect to the various categories of membership as may exist from time to time and of evaluating the effectiveness of membership benefit fulfillment, retention and relations programs. The committee shall actively collaborate with other committees in furtherance of the Association's purposes.

(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, proposed staff budgets, and staff financial reports, 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 composed of three members of the Association appointed by the President for staggered three-year terms. Two of the members must

be board members, and at least one of the members should have financial expertise, such as a working knowledge of accounting, auditing, and financial statements. The committee shall meet at least once each year and shall have the authority to: (i) recommend the selection of external auditors for the approval of the Board and the terms and conditions for retaining outside auditors; (ii) establish or propose policies regarding services provided by the Association's external auditors and other aspects of the relationship between the auditor and the Association; (iii) review annual audited financial statements, the management letter submitted by the auditors, and staff's response to the management letter, and discuss the staff's response with the staff and auditors and report the committee's comments and recommendations to the Board; and (iv) carry out any other activities relating to financial reporting, financial risks and controls, external auditors, internal accounting, and related matters as may be directed by 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) *Governance Committee.* The Governance Committee shall be appointed by the President. The Committee shall be composed of four (4) academic members, four (4) lay members, and a chairman who shall serve a full three years for no more than two consecutive terms. Its purpose is to assist the Board of Directors by implementing best practices in corporate governance, monitoring federal and state legislation focused on nonprofit organizations, providing continuing education to the Board of Directors on acceptable governance principles and practices, and orienting new Board members on the culture and traditions of the organization, expectations of service, and fiduciary responsibilities.

(n) *Marketing Committee.* The Marketing Committee shall be appointed by the President. Its purpose is to be responsible for creating and evaluating long-term and short-term strategic marketing plan for the organization

(o) *Legislative Affairs Committee.* The Legislative Affairs Committee shall be appointed by the President. The purpose is to strengthen relationships with the University of Texas Administration, the University of Texas System, and elected officials of the State of Texas. The Committee shall serve two year terms to coincide with the legislative session.

(p) *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. The awards committees shall consist of three members who serve for three years in staggered terms. Each member shall be designated as chair of the

committee on his/her third year of service.

11.3 Unless specified in a Board resolution, standing and special committees do not have the authority to make decisions affecting the management of the Association, but instead shall make recommendations to the Board of Directors or the Executive Committee with respect to any matter affecting the management of the Association. In situations where it is uncertain whether a decision affects the management of the Association, the President shall resolve the question.

11.4 The Chairman of each standing and special committee or the Chief Executive Officer shall be responsible for notifying each member of such committee of a committee meeting in the same manner and form as meeting notifications for Board of Directors meetings. A committee decision or recommendation can be made by the committee without regard to the number of committee members present at a meeting as long as all members are sent advance notice of the proposed decision or recommendation and an opportunity to comment, and at least three committee members consent to the decision or recommendation, either in person or by electronic means (email) sent to the Chairman of the committee contemporaneously with the meeting. In lieu of a meeting, a committee decision or recommendation may be made if a written consent, stating the decision or recommendation, is signed by a majority of the committee members, the consent includes the date of his/her signature, and prompt notice of the taking of such action without a meeting by less than unanimous written consent shall be given to each committee member who did not consent in writing to the action; provided, however, no standing or special committee decision or recommendation shall be made without a called meeting if any member of such committee desires to discuss the decision or recommendation at a called meeting. Standing and special committee meetings may be conducted by conference telephone or remote electronic communications system in the same manner as Board meetings as set forth in Article XVI.

## **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 Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer 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 all members in good standing present and voting at any annual meeting, provided that the notice of the proposed amendment shall be posted on the Association's website at least one week prior to the annual meeting of the Association.

## **Article XV. Executive Committee of the Board**

15.1 *Appointment.* There shall be an Executive Committee of the Board consisting of the President, First Vice President, Second Vice President, the two most immediate past presidents, and two additional Board members, called "Trustees," who will be appointed by the President. The Chief Executive Officer, the Chief Historian, and the Treasurer will serve as non-voting, ex-officio members. The individual serving as Treasurer may also hold a position as a member of the Board of Directors, but with all of the requirements pertaining to all Board of Directors positions still in effect.

15.2 *Vacancies.* Any vacancy of a Trustee shall be filled by the President.

15.3 *Powers.* The Executive Committee shall have and may exercise all the powers of the Board in management of the business and affairs of the association during intervals between meetings of the Board, and shall report for ratification all actions of the Executive Committee at the next Board's meeting. The Executive Committee shall not have the power of the Board to incur debt, sell or disburse assets, elect officers, or amend these bylaws.

15.4 *Quorum.* Five members of the Executive Committee, present and/or on conference call, shall constitute a quorum for any meeting.

15.5 *Voting.* Five votes of the entire Executive Committee decide an issue.

## **Article XVI. Meetings of the Board of Directors and Executive Committee**

16.1 *Place, Notice, and Participation.* Meetings of the Board of Directors and the Executive Committee may be held at any location in or outside the state as determined by the President. Meetings may also be held by means of a conference telephone or remote electronic communications system, including videoconferencing technology or the Internet (email), or any combination thereof, or one or more members of the Board or Executive Committee may participate in a called meeting by conference telephone or remote electronic communications system or the Internet (email) or any combination, but a conference telephone or remote electronic communications system including email may only be used if (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (2) the telephone or other equipment or system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

16.2 *When present.* A person participating in a meeting, whether in person, by conference telephone, or remote communications system, is considered present at the meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

16.3 *Notice.* The President shall provide notice of a meeting of the Board of Directors to

all members of the Board, or notice of a meeting of the Executive Committee to all members of such committee, as applicable, that states the date and time of such meeting, and: (A) if the meeting is not held solely by using a conference telephone or other communications system authorized by Section 16.1 hereof, the location of the meeting; or (B) if the meeting is held using a conference telephone or other communications system authorized by Section 16.1 hereof, or a member is entitled to participate using a conference telephone or other communication system authorized by Section 16.1, the conference telephone call-in number or other means of accessing the communications system. Notice of a meeting that is: (1) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records of the Association; and (2) transmitted by facsimile or electronic message (email) is considered to be given when the facsimile or electronic message (email) is transmitted to a facsimile number or an electronic message (email) address provided by the person, or to which the person consents, for the purpose of receiving notice.

16.4 *Decision making.* Any action required by these bylaws or applicable law to be taken at a meeting of the Board of Directors or the Executive Committee, or an action that may be taken at such a meeting, may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of members of the Board or Executive Committee, as applicable, necessary to take that action at a meeting at which all of the members of the Board or Executive Committee, as applicable, are present and voting. The consent must state the date of each member's signature. If less than unanimous written consent to the action is taken, the President shall send prompt notice of the taking of such action without a meeting to each member of the Board or Executive Committee, as applicable, who did not consent in writing to the action. Notwithstanding the above, if any member of the Board or the Executive Committee, as applicable, requests that a decision be made at a called meeting, then the action cannot be taken without a meeting called as provided for in Section 16.1 and 16.3 hereof.

## **Article XVII. 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 twenty-second Annual Meeting, San Marcos, March 9, 2018.