

THE TEXAS STATE HISTORICAL ASSOCIATION

AMENDED AND RESTATED BYLAWS

February 28, 2025

Article I. Name

The name of this Society shall be THE TEXAS STATE HISTORICAL ASSOCIATION, sometimes referred to herein as the “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 or by other electronic communication 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. Fellows

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.” That person’s 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 report 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 these 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 between the two nominees with the most votes if no 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 quorum present at the meeting of the Board of Directors that is held during the annual meeting. The Secretary and the Treasurer may be removed by a majority vote of the total members of the Board of Directors at any regular or other called meeting of the Board of Directors. The Secretary and Treasurer may serve for more than one

term in their respective offices, but in any event must each be re-elected annually as provided in this Section.

6.3 *Vacancies.*

- (a) Should the office of President become vacant for any reason, 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 to which the individual was elected.
- (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 to which the individual was elected.
- (c) Should the office of Second Vice President for any reason become vacant, the Nominating Committee shall recommend a replacement to the Board of Directors, who, if approved by a majority of the Board, will serve in such capacity until the next annual meeting, at which time they will be included in the nominees to be voted upon at the annual meeting. In the event the candidate recommended by the Nominating Committee is not approved 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 Chair of and preside at all meetings of the Board of Directors.
- (b) The President shall appoint all open seats in standing, advisory, and special Committees of the Association. At least one member of each standing 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 them by the President or the Board of Directors. Additionally, the First Vice President shall perform those assignments that may be made to them 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 them 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 Executive Director 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 Executive Director, Chief Operations Officer, Chief Financial Officer, Chief Information Officer, or other titles as may be deemed appropriate and necessary by the Board of Directors, 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 not less than sixteen (16) elected members. As of the date of these Bylaws, the Board shall consist of the President, First Vice President, Second Vice President, and sixteen (16) elected members.

- (a) 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 two consecutive terms unless their term has been extended by the fact that they served an incomplete term consecutively with two complete (3) year terms as described in Bylaws section 7.3.b.
- (b) The sixteen members of the Board of Directors shall be elected by the members at the annual meeting of the Association on a staggered basis.
- (c) 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.
- (d) A prior member of the Board is eligible for additional terms after one year from the last date of the service on the Board.

7.2 The Board of Directors shall meet at least twice each year. One meeting shall be during and at the site of the annual membership meeting, and the second and any additional meetings shall be held 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. (For Place, Notice, and Participation explanations of Board meetings of the Association, see Section 16.1.)

7.3 The powers of the Board of Directors shall be:

- (a) The Board of Directors shall appoint the Executive 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 officer positions of the Association, and any person appointed to fill a vacancy shall serve until the succeeding annual meeting of the membership. In case of a vacancy on the Board of Directors, the Nominating Committee shall nominate a replacement director to the Board of Directors. Any replacement director shall be subject to approval by the Board pursuant to Section 7.3(g). The replacement director's unexpired term 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 following a full 3-year term consecutively.
- (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 salaries, and the control and investment of the assets of the Association. The Board of Directors may purchase or sell securities or other property held or needed by the Association.
- (e) 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.
- (f) 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.
- (g) The Board of Directors may fill a vacancy on the Board by the affirmative vote of the majority of the quorum of the remaining members of the Board. 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 their 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 shall 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 Executive Director, and such resignation shall be effective on the date provided in such written notice.
- 7.8 The Board of Directors may:
- (a) (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) (1) confer on an advisor described by Subsection 7.8.1 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.
- 7.9 The two immediate past presidents shall serve as non-voting, ex-officio members of the Board.

Article VIII. Executive Director

- 8.1 The Executive Director shall be appointed by the Board of Directors and shall be the Chief Executive of the Association. The Executive Director shall be responsible for all operations of the Association, subject to the policies set by the Board of Directors. The Executive Director shall be directly responsible to and report to the Board of Directors through the President. The Executive 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 Executive Director shall include but are not limited to:
- (a) Responsibility for all Association personnel matters;
 - (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 Executive 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 for a three-year term. The Chief Historian shall work to ensure that all programs of the Association meet the highest scholarly standards, subject to the policies set by the Board of Directors. The Chief Historian shall report to the Executive Director. The Chief Historian should be a member of the academic community, or otherwise qualified to serve in the role of Chief Historian.
- 9.2 The Director of Publications shall be the Editor of the *Southwestern Historical Quarterly*. The Chief Historian shall work with the Director of Publications to ensure that the material published in the *Quarterly* has a bearing upon the history of Texas.
- 9.3 In the event of a vacancy in the position of Chief Historian, a program Director selected by the Executive Director shall fulfill the duties and responsibilities of the Chief Historian until such time as the Chief Historian position is filled.

Article X. Publications

The Association shall from time to time undertake such publications as may be recommended by the Publications Committee and approved by the Board of Directors. The principal publications of the Texas State Historical Association shall be the *Southwestern Historical Quarterly*, the *Texas Almanac*, and the *Handbook of Texas*.

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 for staggered three-year terms. The Chair shall be a member of the Board of Directors. 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.* Within thirty (30) days after the adjournment of the annual meeting, the incoming President elected to serve during the ensuing year shall appoint the Nominating Committee. This Committee shall be composed of a Chair, who shall be the outgoing President of the Association, a Vice-Chair, who shall be the second past-President of the Association, and three other members, one serving as a current member 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 Chair of the Nominating Committee shall confer with the Chairs of the Governance and Bylaws Committee on the proposed choices made by the Nominating Committee prior to the presentation of the list of nominees to 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 Committee's report shall be delivered to the President no later than five days before the next ensuing annual meeting, with a copy to the Board of Directors. The Chair or a member of the Committee designated by the Chair 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 jointly by the President and the Executive Director for staggered three-year terms. This Committee shall take leadership in the development work of the Association.
- (d) *Finance Committee.* The members of the Finance Committee shall be appointed jointly by the President and the Executive Director for staggered three-year terms. 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) *Bylaws Committee.* The President and the Executive Director jointly shall appoint the members of the Bylaws Committee for staggered three-year terms. Members of the committee are to be drawn from the Association's board of directors and/or executive committee. The chair of the Bylaws Committee is to be a voting member of the Association's Board of Directors. The Committee shall word the bylaws to reflect the intent of the recommendations from the Board of Directors.
- (f) *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: (1) recommend the selection of external auditors for the approval of the Board and the terms and conditions for retaining outside auditors; (2) 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; (3) 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 (4) 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.

- (g) *Education Committee.* The Education Committee shall be appointed by the President for staggered three-year terms. It shall assist the Director of Education in planning the Association's education programs. Further, the committee shall determine the recipients of the education programmatic awards as designated by donors, and the committee shall make reports to the Board regarding its activities.
- (h) *Publications Committee.* The Publications Committee shall be appointed by the President. The Director of Publications shall serve as Chair, and a Board member shall serve as Vice-Chair. At least four (4) of the appointed Committee members shall be either Fellows of the Association or members of the Board of Directors. Chairs of the Advisory Boards for the Association's publications shall serve as members of this committee. The Chief Historian shall serve as an ex-officio member of the Committee. The Publications Committee shall be responsible for recommending to the Board publication of books as required under Article X.
- (i) *Governance Committee.* The Governance Committee shall be appointed by the President for staggered three-year terms. The Committee shall be composed of four (4) academic members of the Board and four (4) non-academic members of the Board. The chairs of the Nominating and Bylaws Committees shall serve as members of the Governance Committee. Members of the Governance committee shall serve no more than two consecutive terms. The purpose of the Governance Committee 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.
- (j) *Legislative Affairs Committee.* The Legislative Affairs Committee shall be appointed by the President. The committee shall consist of a chair, a vice chair, and three additional members, all of whom should have some legal or legislative training or expertise. The purpose is to strengthen relationships with the University of Texas Administration, the University of Texas System, and members of the Legislature and other officials of the State of Texas. The Committee shall serve two-year staggered terms to coincide with the election of each legislature. Members are eligible for reappointment.

11.2 Advisory Committees of the Association should be as follows: The awards Committees shall consist of three members who serve for staggered three terms. The chair of the Committee(s) shall be the member in their third year of service.

- (a) *Program Committee.* The incoming President and the Executive Director jointly 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 that meeting. The members of the Committee shall be appointed by the President only after consultation with the outgoing Chair of the Committee.
- (b) *Resolutions Committee.* The President shall appoint the members of the Resolutions Committee for staggered three-year terms. The Resolutions Committee shall 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 not later than forty-eight (48) hours prior to the time the business meeting is called to order.
- (c) *Archives Committee.* The President shall appoint the members of the Archives Committee for staggered three-year terms. The Archives Committee shall review matters concerning archives and archives records, and furnish reports to the Board upon request.
- (d) *Auction Committee.* The Auction Committee shall be appointed by the President for staggered three-year terms. The Committee shall advise and assist with planning the auction activities of the Association.
- (e) *Fellows Committee.* The Fellows Committee shall be appointed by the President for staggered three-year terms. The committee consists of three members, all of whom shall be Fellows of the Association. The chair of the committee shall be chosen from the committee's members who have served on the Committee within the two years prior to said selection. The purpose of the Committee is to advise the Board of Directors on the election of individuals as Fellows of the Association in accordance with Article V of these bylaws.com
- (f) *The State Historian Committee.* The State Historian Committee shall be appointed by the President for staggered three-year terms. The committee consists of three members with one designated as the Chair. The committee shall be responsible for coordinating with the Texas Historical Commission on behalf of the Association to recommend suitable candidates for the position of State Historian as designated by state statute.
- (g) *Annual Meeting Local Arrangements Committee.* The chair of this committee shall be appointed for a three-year term by the President of the Association—the first year serving as Vice-Chair, the second year as Chair, and the third as a member of the committee. All other members of the committee shall be appointed annually by the President of the Association in relation to local connections regarding that year's annual meeting location. The Program Chair of that year's annual meeting shall serve as an ex-officio member of this committee. The committee shall plan and be responsible for advising on the activities, aside from the program, for the upcoming annual meeting of the Association.

- (h) *The Women in Texas History Luncheon Committee.* The Women in Texas History Luncheon Committee shall be appointed annually by the President and Executive Director jointly. There shall be three members of the committee including the chair. The committee shall, in consultation with the Executive Director, choose the speaker for the Women in Texas History Luncheon at the Association's annual meeting. Members of the committee will work with Association staff to aid in any additional business of the luncheon as requested.
- (i) *Kate Broocks Bates Award Committee.* The Kate Broocks Bates Award Committee shall be appointed by the President. The committee shall consist of three members, including a Chair who is a member of this committee who served within the past two years and/or a recent recipient of the award. Its purpose is to designate the recipient(s) of the Kate Broocks Bates Award.
- (j) *Mary Jon and J.P. Bryan Award Committee.* The Mary Jon and J.P. Bryan Award Committee shall be appointed by the President. The committee shall consist of three members, including a Chair who is the second Vice-President of the Association. "The remaining committee members should represent diversity, especially geographic, in all its forms to the degree possible and preferable include a prior recipient." Its purpose is to designate the recipient(s) of the Mary Jon and J.P. Bryan Award.
- (k) *Liz Carpenter Award Committee.* The Liz Carpenter Award Committee shall be appointed by the President. The committee shall consist of three members, including a Chair who is a member of this committee who served within the past two years and/or a recent recipient of the award. Its purpose is to designate the recipient(s) of the Liz Carpenter Award.
- (l) *H. Bailey Carroll Award Committee.* The H. Bailey Carroll Award Committee shall be appointed by the President. The committee shall consist of three members, including a Chair who is a member of this committee who served within the past two years and/or a recent recipient of the award. Its purpose is to designate the recipient(s) of the H. Bailey Carroll Award.
- (m) *Fellowship Awards Committee.* The Fellowship Awards Committee shall be appointed by the President. The committee shall consist of three members, including a Chair who is a member of this committee who served within the past two years and/or a recent recipient of any of the Association's Fellowship awards. Its purpose is to designate the recipient(s) of the Fellowship Awards.
- (n) *Catarino and Evangelina Hernández Research Fellowship Award.* The Catarino and Evangelina Hernández Research Fellowship Award Committee shall be appointed by the President annually. The committee shall consist of three members, including a Chair who is a member of this committee who served within the past two years and/or a recent recipient of the award. Its purpose is to designate the recipient(s) of the Catarino and Evangelina Hernández Research Fellowship Award.
- (o) *Al Lowman Award Committee.* The Al Lowman Award Committee shall be appointed by the President. The committee shall consist of three members, including a Chair who is a member of this committee who served within the past two years and/or a recent recipient of the award. Its purpose is to designate the recipient(s) of the Al Lowman Award.

- (p) *Coral Horton Tullis Award Committee.* The Coral Horton Tullis Award Committee shall be appointed by the President. The committee shall consist of three members, including a Chair who is a member of this committee who served within the past two years and/or a recent recipient of the award. Its purpose is to designate the recipient(s) of the Coral Horton Tullis Award.
- (q) *Ron Tyler Award Committee.* The Ron Tyler Award Committee shall be appointed by the President annually. The committee shall consist of three members, including a Chair who is a member of this committee who served within the past two years and/or a recent recipient of the award. Its purpose is to designate the recipient(s) of the Ron Tyler Award.
- (r) *Handbook of Texas Advisory Committee.* The President shall appoint members of the *Handbook* Committee for staggered three-year terms, which shall consist of not more than twelve (12) members, two of whom shall be members of the Board of Directors. The Chair shall not be an Association employee, but the managing editor of the *Handbook of Texas* will act as Vice-Chair. The purpose of this Committee is to be available to the staff of the *Handbook* for consultation in all matters relating directly to the publication of the *Handbook*.
- (s) *The Southwestern Historical Quarterly Editorial Advisory Board.* The President shall appoint members of the *SWHQ* Editorial Advisory Board for staggered three-year terms, two of whom shall be members of the Board of Directors. The Chair shall be the Director of Publications of the Association. The managing editor of the *SWHQ* will act as Vice-Chair. The purpose of this Advisory Board is to be available to the staff of the *SWHQ* for consultation in all matters relating directly to the publication of the *SWHQ*.
- (t) *Texas Almanac Advisory Board.* The President shall appoint members of the *Texas Almanac Advisory Board* for staggered three-year terms, two of whom shall be members of the Board of Directors. The Chair shall not be an Association employee, but the managing editor of the *Almanac Advisory Board* will act as Vice-Chair. The purpose of this board is to be available to the staff of the *Texas Almanac* for consultation in all matters relating directly to the publication of the *Almanac*.
- (u) *Texas Historian Editorial Advisory Board.* The President shall appoint members of the *Texas Historian* Editorial Advisory Board for staggered three-year terms. The Chair shall be “an individual of high academic achievement and/or lengthy experience.” The editor of the *Texas Historian* will act as Vice-Chair. The purpose of this board is to be available to the staff of the *Texas Historian* for consultation in all matters relating directly to the publication of the *Texas Historian*.
- (v) *The Touchstone Editorial Advisory Board.* The President shall appoint members of the *Touchstone* Editorial for staggered three-year terms, at least two of whom shall be active Walter Prescott Webb Historical Society Sponsors. The Chair shall not be an Association employee, but the editor of the *Touchstone* Editorial will act as Vice-Chair. The purpose of this board is to be available to the Chief Historian and the staff of the *Touchstone* Editorial Advisory Board for consultation in all matters relating directly to the publication of the *Touchstone* Editorial Advisory Board.

11.3 Ad Hoc Committees and Special Committees may be constituted as may be deemed necessary and proper by the President or by the Board of Directors.

(a) *Marketing Committee.* The Marketing Committee may be appointed by the President and the Executive Director jointly when needed. Its purpose is to be responsible for creating and evaluating long-term and short-term strategic marketing plans for the organization. If activated, membership in this committee shall include one member from the Association's membership committee.

11.4 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.

11.5 The Chair of each standing and special Committee or the Executive Director 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 Chair 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 their 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.

11.6 Those individuals eligible for appointment to serve on committees are members in good standing of the Association. Exceptions may only occur in the case of award committees, for which previous winners may be asked to serve even if they are not members, or ad-hoc committees that require specialized content knowledge or expertise to fulfill the limited purpose of the committee.

Article XII. Balance of Officers and Board of Directors

Since the founding of the Association, a custom has become established 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 between academic and non-academic members. An academic member is described as an active or former full-time employee of an accredited academic institution whose position at that institution materially involves (or involved) the teaching and/or research of history.

This custom is hereby incorporated into the Bylaws. The Board of Directors of the Association shall be balanced with an equal number of academic and non-academic members and the presidency of the Association shall alternate from year to year between an academic and a non-academic member.

Article XIII. Operating Policy

The President shall make all appointments within two (2) months of the President's taking office, to the extent possible.

The Nominating Committee shall attempt to interview candidates for the Board of Directors and meet only when all members can attend. The Executive Director shall report regularly to the President and to the Board of Directors and Committee chairs as appropriate.

Article XIV. Amendments

- 14.1 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 during the business meeting at any annual meeting of the Association, provided that the notice of the proposed amendment shall be posted on the Association's website at least seven (7) days prior to the annual meeting of the Association.
- 14.2 Primary and secondary amendments to each proposed bylaws amendment offered from the floor at the business meeting at the Association's annual meeting cannot exceed the scope of the initial proposed amendment posted on the Association's website prior to the annual meeting of the Association. Primary and secondary amendments may only be proposed by members in good standing of the Association.
- 14.3 All proposed amendments to the bylaws must come from members in good standing and must be delivered to the President of the Association either directly or through an executive staff member of the Association or delivered to the chairperson of the Bylaws Committee. To receive full consideration by the Association's Board of Directors, the proposed bylaws revision must be provided to the President or Bylaws chairperson no later than fourteen (14) days prior to the regularly scheduled meeting of the Association's Board of Directors that predates the annual meeting of the Association. As part of regular business of the Board of Directors, a member of the Association's Board may propose a bylaws revision as part of the business of any regularly scheduled board meeting where a quorum of members of the Association's Board are present.

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 Executive Director, 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.* A majority of the voting members of the Executive Committee, present and/or on conference call, shall constitute a quorum for any meeting.

15.5 *Voting.* The vote of a majority of the voting members of the Executive Committee shall 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 any combination. However, a meeting proposed to be held by a conference telephone or remote electronic communications system exclusively may only be held 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. If a vote of the Board is needed on routine administrative matters requiring Board consent, or if the President or Executive Director desires such consent from the Board, said vote may be conducted by email.

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-ninth Annual Meeting, Houston, February 28, 2025.