

TEXAS ORAL HISTORY ASSOCIATION BYLAWS

ARTICLE 1. NAME

The name Texas Oral History Association, a Texas nonprofit corporation, may be shortened to its acronym, TOHA, in official records, correspondence, and appropriate other usage.

ARTICLE 2. OFFICES

2.01 Principal Office

The principal office of TOHA in the State of Texas is located in the City of Waco, McLennan County. TOHA may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of TOHA may require from time to time.

2.02 Registered Office and Registered Agent

TOHA must have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of TOHA in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 3. MEMBERS

3.01 Classes of Members

Each TOHA member has the same membership privileges and responsibilities as set forth in these bylaws. A TOHA member may be an individual or an institution or organization. A member may choose to become a sponsoring member or lifetime member by paying the appropriate dues as determined by the Board of Directors or by receiving a lifetime membership award from the Board of Directors.

3.02 Qualification

Membership is open to persons or institutions and organizations which support the objectives and work of TOHA.

3.03 Voting Rights

Individual members who have paid dues for the current year and life members are entitled to one vote on each matter submitted to a vote of the members. Institutions and organizations who have paid dues for the current year are entitled to one vote by one delegate chosen to represent the group on each matter submitted to a vote of the members.

3.04 Termination of Membership

Failure to pay dues by the end of the fiscal year terminates membership for that year.

3.05 Resignation

A member may resign by filing a written resignation with the secretary. Dues, however, are non-refundable.

3.06 Reinstatement

A person, institution, or organization whose membership has lapsed because of nonpayment of dues may become reinstated to membership by paying dues for the current fiscal year.

3.07 Transfer of Membership

Membership in TOHA is not transferable or assignable.

3.08 Issuance of Certificates of Membership

The first time a person or organization pays dues and becomes a member, a receipt must be issued in the new member's name and delivered to the new member by the Secretary. The receipt serves as a certificate of membership. If any person or organization requests a receipt for dues paid in subsequent years, the Secretary will issue the receipt as requested.

3.09 Membership Records

The Secretary must enter the name and address of each member on the records of TOHA for each year the member pays dues.

ARTICLE 4. MEETINGS OF MEMBERS

4.01 Meeting

The members of TOHA may hold a meeting at a time and place to be determined by the Board of Directors for the transaction of business as may come before the meeting.

4.02 Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members.

4.03 Place of Meeting

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any meeting of the members. If a quorum of the membership and a quorum of the Board of Directors, including at least one officer, meet at any time and place and consent to the holding a meeting, such meeting is valid without call or notice, and at such meeting any corporate action may be taken.

4.04 Notice of Meeting

Notice stating the place, day, hour, and purpose of any meeting of members must be delivered to each member not less than 30 or more than 50 days before the date of such meeting by or at the direction of the President, or the Secretary, or the officers, or persons calling the meeting.

4.05 Informal Action by Members

Any action required to be taken at a meeting of the members may be taken instead through mail, telephone, or electronic communication.

4.06 Quorum

A majority of the members constitutes a quorum for the transacting of business at a meeting. If a quorum is not present at a meeting of members, a majority of the members present may adjourn the meeting.

4.07 Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy is valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

4.08 Voting by Mail

Where Directors are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE 5. BOARD OF DIRECTORS

5.01 General Powers

The affairs of TOHA are managed by its Board of Directors. Each Director must be a member of TOHA. The Board of Directors must conduct their business in accordance with TOHA's Articles of Incorporation and Bylaws.

5.02 Number, Tenure, and Qualifications

The Board of Directors is composed of nine Directors, members-at-large elected by majority vote of TOHA membership, and three ex-officio, non-voting members: the Secretary/Treasurer, the editor of the TOHA newsletter, and the editor of the TOHA journal. A Director is elected for a two-year term and may not serve as a Director for more than three consecutive two-year terms.

5.03 Regular Meetings

The Board of Directors shall hold two regular meetings during the calendar year at a time and place selected by the Directors.

5.04 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, who may also fix any place, either within or without the State of Texas, as the place for holding any such special meetings.

5.05 Notice

Notice of a special meeting of the Board of Directors must be given to the Directors at least two days prior thereto.

5.06 Quorum

Five Directors, including at least one officer, constitutes a quorum for the transaction of business at a Board meeting, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting.

5.07 Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

5.08 Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors must be filled by majority vote of the Board of Directors. A Director elected to fill a vacancy serves during the unexpired term of the predecessor in the office.

5.09 Compensation

Directors as such may not receive salaries for their services, but by resolution of the Board of Directors a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained may be construed to preclude any Director from serving TOHA in any other capacity and receiving compensation therefor.

5.10 Informal Action by Directors

Action required by law to be taken at a meeting of Directors, or action which may be taken at a meeting of Directors, may be taken by mail, telephone, or electronic communication.

ARTICLE 6. OFFICERS

6.01 Officers

The officers of the corporation are the President, Vice President, and Secretary/Treasurer and such other officers as may be chosen in accordance with the provisions of this Article. The Board of Directors may appoint such other officers, including one or more Assistant Secretary/Treasurers, as it deems desirable. Such officers have the authority and perform the duties as prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.02 Election and Term of Office

The President and Vice-President of TOHA will be chosen from among the Board of Directors for a one-year term by a majority vote of the Board of Directors at a regular meeting. The Secretary/Treasurer will be appointed by a majority vote of the Board of Directors for a two-year term. New offices may be created and filled at a meeting of the Board of Directors. Each officer holds office until his successor is elected and is qualified.

6.03 Removal

An officer chosen by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of TOHA would be served thereby.

6.04 Vacancies

A vacancy in an office, except the office of President, because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6.05 President

The President is the principal executive officer of TOHA and shall in general perform all duties incident to the office of President and such other duties prescribed by the Board of Directors from time to time including, but not limited to, the following:

- A. Direct and coordinate the affairs of TOHA.
- B. Preside at all meetings of the members and the Board of Directors.
- C. Serve as an ex-officio member of all committees except the Nominating Committee.
- D. Represent TOHA at meetings of the Oral History Association and other professional organizations.
- E. Sign official TOHA correspondence.
- F. Prepare an annual report at the end of the presidential term.
- G. Sign, with the Secretary/Treasurer or any other proper officer of TOHA authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these bylaws or by statute to some other office or agent of TOHA.

6.06 Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting has all the powers of and is subject to all the restrictions upon the President. In addition, the Vice President shall:

- A. Assist and work closely with the President.
- B. Serve as program chair for all TOHA program meetings.

C. Perform such other duties as from time to time may be assigned by the President or Board of Directors.

6.07 Secretary/Treasurer

If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of the duties of office in such sum and with such surety or sureties as the Board of Directors may determine. The Secretary/Treasurer has charge and custody of and is responsible for all the funds and securities of TOHA; receives and gives receipts for moneys due and payable to TOHA from any source whatsoever, and deposits all such moneys in the name of TOHA in such banks, trust companies, or other depositories selected in accordance with the provisions of Article 8 of these bylaws. The Secretary/Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member, and, in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors, including, but not limited to the following:

- A. Send copies of the minutes to the Board of Directors.
- B. Correspond with the Oral History Association about matters of mutual interest.
- C. Sign checks for disbursements of TOHA funds. Any expenditure over \$1,500 must be approved in writing by the President and Vice President.
- D. Prepare and give a written financial report at each Board of Directors meeting and at business meetings of the membership when requested.
- E. File all financial reports and tax forms.
- F. Notify members when dues are payable.
- G. Record votes for election of Directors, whether election is held at annual meeting of membership or by mail ballot.

6.08 Executive Committee

The President, Vice President, and Secretary/Treasurer constitute an executive committee which shall make routine decisions when it is not expedient to poll the full Board of Directors.

ARTICLE 7. COMMITTEES

7.01 Nominating Committee

Prior to the election of the Board of Directors, the President shall appoint a Nominating Committee who shall prepare a slate of nominees for election as directors of TOHA. The Nominating Committee shall endeavor to present a slate of nominees that is representative of the diversity of the TOHA membership.

7.02 Other Committees

The Board of Directors may establish standing and ad hoc committees as needed to achieve the business and objectives of TOHA.

7.03 Term of Office

The terms of standing and ad hoc committees must be determined in each case by the Board of Directors.

7.04 Chairman

One member of each committee must be appointed chairman by vote of the committee.

7.05 Vacancies

Vacancies in the membership of a committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.06 Quorum

A majority of the whole committee constitutes a quorum and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee.

7.07 Rules

Each committee may adopt rules for its own government consistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 8. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.01 Contracts

The Board of Directors may authorize an officer or officers, agent or agents of TOHA in addition to the officers so authorized by these bylaws, to enter into a contract or execute and deliver an instrument in the name of and on behalf of TOHA. Such authority may be general or confined to specific instances.

8.02 Checks and Drafts

Each check, draft, or order for the payment of money, a note, or other evidence of indebtedness issued in the name of TOHA must be signed by such officer or officers, agent or agents of TOHA and in such manner as is from time to time determined by resolution of the Board of Directors. An instrument must be signed by the Secretary/Treasurer and, when the amount of such instrument is in excess of \$1,500, approved in writing by the President.

8.03 Deposits

All funds of TOHA must be deposited from time to time to the credit of TOHA in such banks, trust companies, or other depositories as the Board of Directors may select.

8.04 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of TOHA.

ARTICLE 9. BOOKS AND RECORDS

TOHA must keep correct and complete books and records of account and must also keep minutes of the proceedings of its members and Board of Directors. All books and records of TOHA may be inspected by a member or a member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10. FISCAL YEAR

The fiscal year of TOHA is from January 1 to December 31.

ARTICLE 11. DUES

11.01 Amount of Dues

The Board of Directors may determine from time to time the amount of the annual dues payable to TOHA by members.

11.02 Payment of Dues

Dues of a new member are credited from the first day of the month in which they are received by TOHA for the remainder of the TOHA fiscal year.

11.03 Default and Termination of Membership

When any member is in default in the payment of dues at the end of the TOHA fiscal year, the membership of that person or organization is terminated for that year. Article 3.06 provides for reinstatement of membership.

ARTICLE 12. SEAL

The Board of Directors shall provide a corporate seal, which must be in the form of a circle and must have inscribed thereon the name of TOHA and the words "Corporate Seal of Texas Oral History Association."

ARTICLE 13. WAIVER OF NOTICE

Whenever notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of TOHA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, is deemed equivalent to the giving of such notice.

ARTICLE 14. AMENDMENTS TO BYLAWS

The Board of Directors may amend these bylaws as may be desirable to provide systematic administration of TOHA. Such amendments are subject to ratification by a majority of the members present at any regular or special meeting, if at least two days' written notice is given of intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such a meeting, or by a majority of members returning ballots mailed to the membership for that purpose.

ARTICLE 15. AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation must be proposed in writing by at least ten members or a majority vote of the Board of Directors and filed with the Secretary/Treasurer. To be ratified, amendments to the Articles of Incorporation must be supported by two-thirds vote of members attending a regular or special meeting or by two-thirds vote of members returning ballots mailed to the membership for that purpose.

ARTICLE 16. ARCHIVES

The permanent depository for the archives and noncurrent records of TOHA is The Texas Collection at Baylor University. Archives and records are available to both TOHA members and the public upon request.

ARTICLE 17. PARLIAMENTARY PROCEDURE

The proceedings of TOHA are governed by *Robert's Rules of Order*, except as otherwise provided for in special rules of the organization.

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