

# **The West Texas Historical Association**

## **Constitution and Bylaws**

(Chartered under the laws of the State of Texas)

(as amended in October 2013)

### ***CONSTITUTION***

**ARTICLE 1.** The *name* of this corporation shall be The West Texas Historical Association.

**ARTICLE 2.** The *purpose* of this organization shall be the discovery, collection, preservation, and publication of historical data and records relating particularly to the history of Western Texas, but may include other portions of Texas and the Southwest.

**ARTICLE 3.** *Membership* in The Association shall be open to all interested persons, schools, colleges, universities, libraries, corporations, and other associations; but only persons who are voting members of The Association as specified in the Bylaws shall be eligible to vote or hold office in The Association.

**ARTICLE 4.** The corporation shall exist in perpetuity.

**ARTICLE 5.** The *governing body* of The Association shall be a *Board of Directors* who shall be chosen by the membership at each Annual Meeting as provided in the Bylaws.

**ARTICLE 6.** This Association is a *non-profit corporation*. It shall have no capital stock, but will be supported by dues and fees of members, contributions, sale of its publications, and other such sources of income.

**ARTICLE 7.** The Constitution may be *amended* by two-thirds majority vote of all the members entitled to vote (as qualified by this Constitution and the Bylaws of The Association) in attendance at any regular Annual Meeting or at any special meeting called for that purpose if all members in good standing shall have been duly notified of such special meeting and supplied with copies of the proposed changes at least thirty days in advance of the meeting date.

### ***BYLAWS***

**Section 1.** The *Board of Directors* shall govern the affairs of this Association and shall consist of the officers enumerated in Section 2, plus twelve additional directors, four of whom shall be elected at each Annual Meeting to serve for a term of three years. Vacancies occurring between Annual Meetings may be filled by the remaining members of the Board until the time of the next Annual Meeting, when the vacancy shall be filled through election by the membership. The twelve Directors first elected after adoption of this provision shall draw lots for one, two, and three year terms. All Directors shall be eligible for re-election to a three year term at the conclusion of their terms. All Directors shall hold office until their successors are elected and qualified by a signed acceptance of their responsibilities.

In addition to the four Directors elected annually for a three year term, the three immediately preceding past-presidents of The Association shall be ex-officio members of the Board of Directors.

**Section 2.** The *Officers* shall consist of a president, a vice president, an executive director, an assistant director, an editor, an associate editor, a newsletter editor, a book review editor, a web master, a West Texas history editor, an annual events coordinator, social media editor, and three Life Directors. All officers shall serve for one year, or until their successors are elected and qualified, subject to election by the membership at each Annual Meeting except for the three Life Directors who shall continue to hold membership on the Board of Directors as long as they shall live, regardless of whether or not they are elected to any other office. Officers may serve an unlimited number of one-year terms.



**Section 3.** The *duties* of the officers shall be as follows:

The *president* shall preside at all regular and special meetings of The Association and of the Board of Directors, shall be an ex-officio member of all committees and perform such other duties as may be prescribed by law or custom for the chief executive officer of a corporation.

The *vice president* shall preside in the absence of the president and perform ad interim the duties of the president if he is unable to do so.

The *executive director* shall keep full and correct minutes of all meetings of The Association and of the Board of Directors. He shall keep a list of all applicants for membership and a full, complete, and correct roll of members, shall give notice of all regular and special meetings and make an annual report upon the work of The Association, which, when approved by The Association, he shall preserve in permanent form. He shall also be the custodian of all of the property, issues of the West Texas Historical Review and archives of The Association. He shall collect the dues of the members and all subscriptions and donations in money and shall keep a full and permanent record thereof. He shall be custodian of all funds of The Association, giving sufficient bond therefore as required; and he shall pay all bills of The Association, subject to approval of the Board of Directors, and shall make a detailed accounting of all funds at least annually, which report shall be preserved in permanent form. He shall be the custodian of the seal of the corporation.

The *editor* shall have general supervision of the West Texas Historical Review and such other publications as may be authorized by the Board of Directors and shall be assisted by an associate editor annually elected by the Membership

The *newsletter editor* shall have responsibility for "The Cyclone," the Association newsletter, published twice a year in February and August.

The *West Texas history editor* shall have the responsibility of reporting such actions and events as are dedicated to the preservation and dissemination of history in West Texas and which he considers most significant.

The *web master* shall have the responsibility of updating and maintaining the Association's internet page.

The *assistant director* shall assist the executive director in operational aspects of Association business.

The *annual events coordinator* shall have general supervision of planning, carrying out and managing the annual conference for The Association.

The *social media editor* shall have the responsibility of managing the various social media platforms that include and is not limited to Facebook, Twitter, Tumblr and others.

Additional officers and committees from within the Board or within the Membership may be appointed from time to time by the Board of Directors, but such appointment shall not, per se, entitle such officer or committee member to membership on the Board of Directors.

**Section 4.** *Meetings* of the membership shall be held annually at a place selected approximately one year in advance by vote of the members in attendance at the Annual Meeting. A meeting of the Board of Directors shall be held immediately before, during and/or after the Annual Meeting of the Membership. Special meetings of the Membership may be called by a majority vote of the Board of Directors providing at least thirty (30) days notice is given to the members of the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the president of The Association upon written request by a majority of the Board.

**Section 5.** *Voting* in meetings of the Membership shall be limited to classes 1, 2, 4, 5, and 6 as listed in Section 12 below. There shall be no voting by proxy and only members in good standing (whose dues are paid up to date) are eligible to vote at any meeting.

**Section 6.** A *quorum* shall be deemed to exist at any regular or special meeting of the Membership, held as scheduled after proper notice.

A *quorum* of the Board of Directors shall be a majority of the members who were duly elected at the last meeting of the membership.

A simple majority vote of those present at any meeting properly called and held shall be sufficient to pass any motion properly proposed unless otherwise provided in these Bylaws or in the Constitution.



**Section 7.** *All points of order* shall be decided by the president. The latest edition of *Roberts' Rules of Order* shall govern the procedure of the meeting unless otherwise specified in the Constitution or Bylaws of The Association.

**Section 8.** A *Nominating Committee* consisting of three voting members shall be appointed by the president at least one month before each Annual Meeting of The Association. It shall be the duty of the Committee to place in nomination the names of an adequate number of qualified voting members to fill all offices and places on the Board of Directors for the ensuing year. Other nominations may be made from the floor.

As soon as possible after the annual meeting each year, the president shall appoint a Program Committee to prepare a program for the next annual meeting.

**Section 9.** The *office and place of business* of this Association, where all of its properties shall be kept and preserved, shall be at Lubbock, Texas.

**Section 10.** The *Rupert N. Richardson Endowment Fund* (in compliance with the stipulations for the first donor thereto) shall be set apart as a permanent fund and the principal thereof shall never be expended. The income from the fund may be expended for any purpose authorized by the Board of Directors. The Association may invite others to contribute to this fund.

**Section 11.** Members who provide significant contributions to The West Texas Historical Association, or to West Texas history, or who show by published work a special aptitude for historical investigation, may become *Fellows* of the West Texas Historical Association. 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. There shall also be a limit of twenty-five Fellows at any one time.

A *Fellows Committee* of three, including a chair and two members, shall be appointed by the President from among the existing fellows. The Fellows Committee is charged with the task of seeking qualified candidates but also invites nominations from Association members. The committee is not obligated to appoint any new Fellows if the nominees do not meet the requirements.

**Section 12.** Classes of membership in The Association and the dues shall be as follows:

- 1. Student membership (for people attending college or secondary school) . . \$10.00
- 2. Regular membership (for any interested person) . . . . . \$30.00
- 3. Institutional membership (for schools, libraries, and other organizations) . . \$25.00
- 4. Family membership (for two people in the same family who both wish voting membership) . . . . . \$35.00
- 5. Sustaining membership (for people who wish to provide a higher level of support) . . . . . \$50.00
- 6. Life memberships—for persons only . . . . . \$500.00
- 7. Honorary memberships—to be awarded by the Board of Directors

All members shall be entitled to receive one copy of the West Texas Historical Review annually.

**Section 13.** *Amendments* may be made to any Section herein by a written resolution, setting forth the form of the amendment and adopted by a majority vote of the members of the Board of Directors present and voting at any Annual Meeting or at any special meeting called for that purpose provided all members in good standing have been properly notified of such special meeting.