

BY-LAWS OF THE TEXAS MAP SOCIETY

ARTICLE I: NAME AND PURPOSE

- (1) The name of the Society shall be **THE TEXAS MAP SOCIETY**, referred to herein as “the Society.”
- (2) The purpose of the Society shall be to support and encourage the appreciation, use, preservation and study of maps and related materials and subjects, including the history of cartography.

ARTICLE II: MEMBERS AND VOTING PRIVILEGES

A Member is a person or entity interested in supporting the purpose of the Society and current with payment of dues. In all matters governed by the vote of the membership, a Member shall be entitled to one vote. Voting also may take place by mail, email, online election software, or virtual meeting software with the approval of the Board of Directors. The right to vote cannot be delegated by proxy, except in the case of a legal entity, such entity may designate an individual to cast its vote. In the case of family memberships, no more than two members may cast votes.

ARTICLE III: MEETING OF THE MEMBERSHIP

- (1) The Society shall have an Annual Meeting which shall be at a location and time deemed appropriate by the Board of Directors. The Annual Meeting may also take place as a virtual meeting as determined by the Board of Directors.
- (2) Special meetings may be called by the President or by the written request of six members of its Board of Directors.
- (3) The Secretary of the Society shall notify members in writing of the date and place of the Annual Meeting and all special meetings. The notices of the Annual Meeting shall be deposited, postage prepaid, in the United States Postal Service not less than 30 days prior to the time of the meeting. In the case of Special Meetings, the notice shall include the purpose of the meeting and be mailed not less than 14 days prior to the date set for the special meeting. Notices of the Annual Meeting and any special meetings may also be distributed to the membership electronically via email according to the schedule outlined in this paragraph.

ARTICLE IV: OFFICERS AND DUTIES

(1) Officers. The officers of the Society shall consist of a President, First Vice President– President-Elect, Second Vice President, Secretary and Treasurer, each of whom shall serve for a term of two years.

(2) Election of Officers and Members of the Board of Directors. At the Annual Meeting of the Society, the Nominating Committee shall submit a report containing the names of its nominees for the offices of President, First Vice President– President-Elect, Second Vice President, Secretary and Treasurer of the Society and of the Board of Directors recommended for election by the membership. After the report of the Nominating Committee is submitted and read to the membership, nominations may be made from the floor. The officer nominee receiving the highest vote of the membership present at the meeting shall be elected to the respective offices and vacancies. Should there be more than two nominees for an officer position, there shall be a run-off if no one nominee receives a majority of the votes present. The nine members of the Board of Directors will be divided into three staggered classes of three members each. At the Annual Meeting, the membership will elect a new class to serve a three year term. Should there be more than three director candidates for any one class, the three members with the highest tally of votes will be elected. Officers and members elected at the Annual Meeting shall take office at the adjournment of the meeting at which they are elected. Officers and directors of the Society must be members in good standing through payment of annual dues or lifetime membership status in honor of past service to the Society.

(3) Vacancies.

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

(b) Should the office of First Vice President– President-Elect, Second Vice President, Secretary or Treasurer become vacant for any reason, the Board of Directors may name a member to fill the unexpired term.

(4) Duties of President.

(a) The President shall be the Executive officer of the Society. The President shall preside at all meetings of the membership and shall serve as Chair of and preside at all meetings of the Board of Directors.

(b) The President shall appoint all Standing and Special Committees of the Society.

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

(5) Duties of the First Vice President – President-Elect. The First Vice President – President-Elect is to assist the President in the furtherance of the President’s duties. In the event of the absence of the President, the First Vice President - President-Elect shall assume the duties of the President and perform such assignment and duties that may be assigned to him or her by the President or the Board of Directors. The First Vice President– President-Elect shall also serve as chair of the Program Committee.

(6) Duties of the Second Vice President. The Second Vice President is to assist the President and the First Vice President– President-Elect in the furtherance of their duties. In the event of the absence of the First Vice President– President-Elect, the Second Vice President shall assume the duties of the First Vice President– President-Elect and perform such assignment and duties that may be assigned to him or her by the President or the Board of Directors. The Second Vice President shall also serve as chair of the Nominating Committee.

(7) Duties of the Secretary. The Secretary shall be custodian of the By-Laws and all other records of the Society; keep all minutes of the Board of Directors and membership meetings; and see that all notices are given as required under the By-Laws.

(8) Duties of the Treasurer. The Treasurer shall have charge of all funds and securities and financial records of the Society and deposit all funds in the name of the Society in such bank as approved by the Board of Directors. The Treasurer shall also keep a current roster of the membership, and prepare and distribute to the members at the Annual Meeting of the Society an income and expense statement and a balance sheet of the Society. The Treasurer shall authorize the deposit of funds by other officers when necessary. Should a Treasurer not be available from within the membership, all or some of the duties of the Treasurer may be turned over to a qualified bookkeeper or accountant outside the Society, subject to the approval of the Board.

ARTICLE V: COMMITTEES

Program, Nominating and Membership Committees shall be Standing Committees. The President or the Board of Directors shall have the power and authority to establish such other committees as they may deem necessary or appropriate to carrying out the business or programs of the Society and to prescribe the duties and rules governing the operations of the Committees. The membership of each committee shall be named by the President.

(1) Program Committee: The Program Committee shall submit all plans for the membership and Annual Meetings. This includes recommending a meeting budget; identifying locations of the meetings; recruiting speakers either by direct invitation or seeking paper proposals; identifying and securing any sponsorships needed to underwrite the meetings; Identifying

and organizing any additional programming associated with the meetings; and submitting plans for Board approval.

(2) Nominating Committee: The Nominating Committee shall submit for approval of the Board of Directors all nominations for open positions on the governing board.

(3) Membership Committee: The Membership Committee shall identify strategies for attracting new members; keeping current members active and involved to support member retention; organizing membership drives or campaigns; setting up direct mail campaigns; conducting membership surveys; and keeping members informed of how they benefit from Society membership.

ARTICLE VI: MANAGEMENT

(1) The management of the affairs of the Society shall be vested in the Board of Directors, which shall consist of the President, the First Vice President– President-Elect, the Second Vice President, the Secretary, the Treasurer, and nine members elected from the membership.

(2) The Board of Directors shall meet at least one time each year at or near the time and place of the Annual Meeting of the membership or such other place as determined by the President. Additional meetings shall be held upon the call of the President or by three of the elected Board members at such place and at such time as may be set by the President or the Board members calling the meeting. 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 director present at a meeting of the Board shall have one vote, and voting shall not be by proxy. Board of Directors meetings may be held in a physical location or virtually through a platform authorized by the Board of Directors.

(3) The Powers of the Board of Directors shall be:

(a) 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 Society.

(b) The Board of Directors shall direct and be responsible for the financial matters of the Society.

(c) The members shall pay annual dues in an amount as the Board may deem necessary and appropriate to carry on the affairs of the Society. Membership is on an annual calendar year basis; the annual dues shall be payable as of January 1 of each year.

ARTICLE VII: MISCELLANEOUS

(1) Organization. The Society shall be a non-profit corporation organized and operated exclusively for literary and educational purposes in accordance with the laws and regulations of the State of Texas and applicable federal laws.

(2) Action Without Meeting. Any action that may be taken at a meeting of the Board of Directors or of a committee of the Society may be taken without a meeting if the action taken is set forth in writing and consent thereto is signed by all of the members of the Board or committee members entitled to vote. Such action shall be included in the minutes for the Board or the committee as the case may be.

(3) Rules of Procedure. All meetings of the Society shall be governed by the currently revised edition of Robert's Rules of Order.

(4) Fiscal Year. The fiscal year of the Society shall be January 1 through December 31.

ARTICLE VIII: AMENDMENTS

Amendments to the By-Laws shall be first recommended by a two-thirds (2/3) vote of the Board of Directors and then submitted for approval of the membership at the next Annual Meeting, provided that the substance of the proposed amendments be included in the notice of the Annual Meeting of the Society.

As approved by the membership, February 8, 2021.