

The Philosophical Society of Texas

BYLAWS

THE PHILOSOPHICAL SOCIETY OF TEXAS

Adopted by the Founders December 6, 1837; Revised by the Incorporators May 7, 1936;
Subsequently amended 1939, 1953, 1955, 1972, 1979, 1987, 1989, 1990, 1996, 1998, 1999,
2000, 2004, 2005, 2009, 2017, 2019, 2021, and 2023.

ARTICLE I

Membership

The Society consists of three classes of members: active, emeritus, and associate.

1. **Active members**, the number of which shall not exceed 250, except as provided in Article II below. Only active members are voting members of the Society. Any active member, except those in government service outside of Texas, who fails to attend at least one annual meeting during any three consecutive year period shall automatically be classified as an associate member. Return to active member classification shall occur only by recommendation of the Membership Committee to the Board of Directors upon written request of the member. Return to active member classification requires a majority vote by a quorum of the Board of Directors.
2. **Emeritus members**, the number of which will vary. At the written request of an active or associate member 65 years of age or more who has been a member of the Society for ten years or more, the Society may transfer that member's name to the roll of emeritus members. The payment of dues shall be at the option of such member.
3. **Associate members**, the number of which will vary. Any active member who encounters difficulty in regular attendance at the annual meeting of the Society may elect in writing to become an associate member. Any member so electing associate status shall have the privilege of attendance at meetings of the Society and shall receive the annual *Proceedings*.

All members shall reside in, have been born in, or have at some time resided in, the geographical boundaries of the Republic of Texas as set forth by the Congress of the Republic in 1836. A member must be a person of distinction whose life and character have furthered the purposes for which the Society was organized.

All members shall be listed in alphabetical order in the *Proceedings* without indication of the class to which they belong.

Any member may be expelled from the Society for improper conduct. Upon motion by a member with at least four seconders, setting for specific allegations of improper conduct, the Membership Committee shall conduct a review thereof and by majority vote of a quorum may recommend expulsion to the Board of Directors. If the Board accepts that recommendation, the motion for expulsion shall be presented to the next meeting of the Society, which may by majority vote of a quorum expel such member. If the members present vote to expel, such expulsion shall become effective as soon as the Secretary certifies to the President that a quorum was present at the meeting where the vote was held.

ARTICLE II

Election of Members

Admission to Active Membership. Any member, regardless of class, may nominate or second a person for active membership in the Society. All nominations shall first be referred to the Membership Committee, which shall review the nominations and submit a ballot containing the names of not more than three times the number of vacancies to the active members. All votes to be counted must be received by the Secretary by a date defined by the Membership Committee, but not later than the thirtieth (30th) day next preceding the day of the Annual Meeting. The Secretary shall count the votes and report to the Directors the names of those who received enough votes to be elected. In case of a tie for the last allotted available slot, the number of active members shall temporarily increase until natural attrition occurs. If a newly elected member shall fail to attend at least one Annual Meeting of the Society during their first three years of membership, that member shall be dropped from the Society by the Secretary at the discretion of the Membership Committee, who shall report that action to the Board of Directors.

ARTICLE III

Meetings of the Society

Section 1. **Annual Meetings.** The Society will meet at least once a year at the time and place, within the current geographical boundaries of the state of Texas, fixed by the Directors. The person to be President presiding over the Annual Meeting shall, at a reasonable time before that meeting, appoint a Program Committee and a chair thereof and shall decide upon a topic to be explored at

the meeting. After approval of the proposed topic and program by the Board, a description of the program shall be published to the members.

Section 2. **Called Meetings.** The Board of Directors may, for good cause, set a Called Meeting at such other times and places as the Board of Directors may decide. The Secretary shall notify, in writing, all active members of the Society at least ten days before the time set for such meetings.

Section 3. **Quorum.** Ten percent of the active members of the Society shall constitute a quorum for the transaction of business at the Annual Meeting or a Called Meeting.

ARTICLE IV

Dues

Each active member shall pay an initiation fee, set by the Board of Directors, upon their election to membership. Each active member and each associate member shall pay annual dues set by the Board of Directors. The paying of dues is optional for emeritus members. The Board of Directors may, by a majority vote, fix an assessment on all members for extraordinary reasons.

All dues so received shall be used by the Directors without limitation for the production and distribution of written and/or virtual publication of the *Proceedings*, distributing notices and other communications of the Society, meeting expenses, staff and office expenses, consultants, and other expenses that fulfill the mission of the Society. Should a member be in default in the payment of the dues owed for any twelve-month period, the Directors shall, if payment is not received on or before thirty days after due notice of such default, drop that name from the membership unless such defaulting member was eligible for emeritus membership and, within such thirty-day period, elects such classification in writing.

ARTICLE V

Directors

Section 1. **Number of Directors.** The management of the Society shall be vested in a Board of Directors.

Section 2. **Composition of Board of Directors.** The Board shall consist of the five most recent preceding presidents who are active members of the Society, the Officers elected at the Annual Meeting, and three elected board members. Elected board members shall be chosen by

nomination in the same manner as the Officers of the Society and selected by vote of the active membership at the Annual Meeting of the Society. The first members so chosen will serve staggered terms of one, two, and three years as determined by lot. Thereafter, elected members shall serve three-year terms. Only the Board members serving one and two-year terms in the first year of elections are eligible for re-election.

Section 3. **Meetings of the Board.** An Annual Meeting of the Board shall be held on or within 30 days before the date of the Annual Meeting of the Society. Other meetings of the Board shall be duly held if called by the President or by any three members of the Board. Notice of the time and place of the meeting is mailed or electronically conveyed by the Secretary to the Board members at least ten days prior to the date of the meeting.

Section 4. **Quorum.** A majority of the Board shall constitute a quorum, and a majority of those present and voting shall be authorized to act.

Section 5. **Remote Participation.** Participation in a meeting of the Board of Directors, or of any committee of the Board, may be by means of a remote communications technology system provided that all members participating can communicate concurrently with each other.

ARTICLE VI Officers

Section 1. **Officers.** The officers of the Society shall consist of: a President; a First Vice President; a Second Vice President; a Secretary; a Treasurer; an Assistant Treasurer (if so recommended by the Nominating Committee); and one or two Program Chairs selected by the President. Each officer shall be elected by a majority of the active members present at the Annual Meeting and shall be an active member of the Society at the time of balloting. Officers shall be elected and hold office for terms of one year or until their successors shall be elected. The Board of Directors upon 2/3 vote of a quorum can immediately remove an officer who engages in improper conduct while in office. If there is no assistant to that officer, the presiding President shall name an interim officer to serve the rest of the removed officer's term.

Section 2. **President.** It shall be the duty of the President to: preside at all meetings of the Society; to see that all its decrees and ordinances are faithfully executed; to lay before the Society all material communications that may have been received; and to submit to the Society such business and matters as shall be deemed deserving attention. In case of a vacancy occurring in any office, the President shall fill the same by appointment until the next Annual Meeting.

Should a duly elected President vacate the office or be unable to serve, the First Vice President shall automatically succeed to that office, and this succession shall obtain with respect to the

Second Vice President. The First Vice President shall serve out the unexpired term of the President, plus his or her own one-year term as President.

Section 3. **Vice Presidents.** In case of the temporary sickness or inactivity of the President, those duties shall devolve on the Vice Presidents in order of their rank.

Section 4. **Program Chair(s).** The First Vice-President shall name one or two members as Program Chair or Chairs to assist in planning and executing the program for the Annual Meeting over which the First Vice President will preside as President. If the named Program Chair or Chairs are active members, they are eligible to be elected by a majority of the active members present at the Annual Meeting as officers.

Section 5. **Secretary.** The Secretary shall keep a book or electronic equivalent in which shall be recorded the Bylaws of the Society, a list of the members and their addresses, a journal of the proceedings of the Society, and copies of such communications as may be ordered by the Society to be recorded. The Secretary shall be charged with all the correspondence of the Society and shall keep copies of the same. The Secretary may designate another member of the Board to perform those duties if the Secretary is absent; if the Secretary is absent and fails to make such a designation, the President shall ask another member of the Board to fulfill those duties.

Section 6. **Treasurer.** The Treasurer shall oversee the Society's financial administration, review and enforce financial policies and procedures, generate financial reports, and advise the board on financial strategy and fundraising. The board approves the annual organizational and Annual Meeting budgets. The accounts shall be rendered at the Annual Meeting and be at all times subject to the inspection of any member of the Society.

Section 7. **Assistant Treasurer.** The Assistant Treasurer shall assist the Treasurer in his or her duties outlined in Section 6. In case of the death, sickness, or inactivity of the Treasurer, those duties shall devolve on the Assistant Treasurer.

ARTICLE VII

Committees

Section 1. **Membership Committee.** The Membership Committee shall consist of seven members, three of whom shall be members of the then serving Board of Directors of the Society and four of whom shall be active members of the Society not then serving as members of the Board. The members of the Committee chosen from the then serving Board of Directors shall be appointed by the President. The members of the Committee chosen from the membership not then

serving as members of the Board of Directors shall be chosen by nomination in the same manner as the officers of the Society and selected by vote of the membership at the Annual Meeting of the Society. Members shall serve for a three-year term. All nominations for membership in the Society shall be on a form adopted by the Committee and approved by the Board of Directors. The Committee on Membership shall be notified of all requests for termination or reclassification of membership.

Section 2. **Nominating Committee.** The President, not less than 90 days before an Annual Meeting, shall appoint a Committee consisting of such numbers as they may choose to submit at the Annual Meeting nominations for the various offices. Other nominations may be made from the floor prior to a vote of the membership. No more than two members of the Nominating Committee may reside in the same county.

Section 3. **Publication Committee.** The Publication Committee shall be appointed by the President for a one year term. If the President fails to appoint this Committee, the officers of the Society shall be ex-officio a committee of publication, to act in conformity with such regulations as may hereafter be passed by the Board of Directors.

Section 4. **Executive Committee.** The Executive Committee shall be composed of the officers as outlined in Section 1, joined by the immediate past President, and shall have and exercise the authority of the Board of Directors between meetings of the Board when expeditious action is deemed necessary or desirable.

Section 5. **Finance Committee.** The Finance Committee, chaired by the Treasurer, should also include the Assistant Treasurer, if one is so recommended by the Nominating Committee and elected by the membership, and at least one other active member appointed by the President for a term of one year.

Section 6. **Book Prize Committee.** Each President shall appoint a Committee, consisting of such numbers as he or she may choose, to review submissions for one or more annual book prizes and name winners and honorable mentions as the committee sees fit. Committee members serve for a term of one year.

Section 7. **Ad Hoc Committees.** The President has the authority to establish ad hoc committees to study specific issues and give recommendations to the Board of Directors. Such committees shall expire at the end of the appointing President's term unless they are asked to continue in existence by a successor President.

ARTICLE VIII

Various

Section 1. **The Seal.** The Society shall use the seal now customarily used by it. The design of said seal may be changed by the Board of Directors.

Section 2. **Certificate of Membership.** The Society shall present a Certificate of Membership signed by one or more officers and affixed with the Seal.

Section 3. **The Society as a Non-Profit Organization.** The Society was organized and is maintained exclusively for literary and educational purposes. No part of its funds shall inure to the benefit of any individual, and no substantial part of its activities shall be used in carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE IV Amendments

The bylaws may be altered, changed, or amended by majority vote of the active members at any Annual or Called Meeting. Notice of any changes proposed by the Board shall be given to all active members not less than 30 days prior to the scheduled vote.