

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, and 2019.

ARTICLE I Membership

There shall be three classes of membership in the Society:

1. **Active members**, the number of which shall not exceed 200, except as provided in Article II below; and
2. **Emeritus members**, the number of which will vary. At the request of an active member sixty-five (65) years of age or more, The Society may transfer that member's name to the roll of Emeritus members, and if that person has been a member of the Society for ten (10) years or more, the payment of dues shall be at the option of such member.
3. **Associate members**: Any 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*. Commencing with the 1987 annual meeting, any member except those in government service outside of Texas who fails to attend at least one annual meeting during any three (3) consecutive year period shall automatically be classed as an associate member. Return to active member classification shall occur only by recommendation of the Membership Committee upon written request of the associate member and by a vote of the active members at the annual meeting.

To be a member of the Society, whether active, associate or emeritus, the person shall reside in, have been born in, or have at some time resided in, the geographical boundaries of the late Republic of Texas and must be a person of distinction whose life and character have furthered the purposes for which the Society was organized. Only active members may vote.

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

ARTICLE II Election of Members

Section 1. **Admission to Membership.** Nominations for membership in the Society shall first be referred to the Committee on Membership, and no person may be elected to membership unless the Committee's recommendation has been made to the active members for their vote. All votes to be counted must be received by the Secretary not later than the thirtieth (30th) day next preceding the day of the Annual Meeting. The Secretary shall count the votes and prepare a report to the Directors giving the names of such of those proposed for membership as have received the most favorable votes of those proposed in order to fill the vacancies. Vacancies are automatically filled in order of number of votes received by the candidates. In the case of a tie, the number of active members shall temporarily increase until natural attrition occurs. Choice by the Directors in this instance may be given by a writing or any electronic reproduction of a writing signed by the Director and delivered to the Secretary. If a newly elected member shall fail to attend a meeting of the Society during the first three years of membership, that member shall be dropped from the Society.

Section 2. **Committee on Membership.** The Committee on Membership shall consist of seven (7) members, three (3) of whom shall be members of the then serving Board of Directors of the Society and four (4) 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, with the first three Board members chosen from among Board members whose Board membership terms have at least three years remaining. 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 (3) year term, with the first seven members so chosen serving staggered terms of one, two, and three years respectively selected by lot. One member of the Committee who is elected by the membership shall serve as Assistant Secretary. All nominations for membership in the Society shall be first referred to the Committee for action in connection with its recommendations to the membership. 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.

ARTICLE III Meetings of the Society

Section 1. **Annual Meetings.** The Annual Meetings of the Society shall be held in such other places in the State of Texas as the Board of Directors may select from time to time. The

Annual Meetings until and including the year 2011 shall be held on the weekend including the 5th day of December (such date being the date on which the Society was founded in 1837), if December 5 falls in a week-end. If not, on the week-end next following or on such other time as the Directors may determine. Beginning with the calendar year 2012, the Annual Meeting shall be held in the month of February at a time and place fixed by the Directors.

Section 2. **Meetings.** The Society will be called to order at the time and place fixed for the meeting by the Directors. At least one session will be given over to a symposium on matters of interest to the members. The dinner and other usual proceedings will follow on the Saturday evening. The President, at a reasonable time before the Annual Meeting, shall appoint a Program Committee for the symposium and after hearing from this committee shall, through the Secretary, circulate the program among the members.

Section 3. **Called Meetings.** The Society shall meet at called meetings 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 (10) days before the time set for such meetings.

Section 4. **Quorum.** Ten per cent (10%) of the active members of the Society who are in good standing shall constitute a quorum for the transaction of business.

Section 5. **Expulsion.** A member may be expelled at the Annual Meeting for improper conduct by vote of a majority of the active members present during a quorum.

ARTICLE IV Dues

Each active member shall pay an initiation fee of Fifty Dollars (\$50.00). Each active member and each associate member shall pay annual dues of Three Hundred Dollars (\$300.00). There shall be no further dues payable by any member of the Society. The Board of Directors may, by a majority vote, from time to time, fix an assessment on all members.

All funds so received shall be used by the Directors for such purposes as they see fit, including, without limitation, the publication of the *Proceedings*, the cost of printing, mailing notices and other expenses 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 by certified mail, drop that name from the membership unless such defaulting member was eligible for Emeritus membership and, within such thirty-day period, elects such classification.

ARTICLE V

Directors

Section 1. **Number of Directors.** The management of the Society shall be vested in a Board of Directors consisting of the eight (8) most recent preceding presidents who are active members of the Society and the Officers elected at the Annual Meeting.

Section 2. **Meetings of the Board.** An Annual Meeting of the Board shall be held on 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 and notice of the time and place of the meeting is mailed by the Secretary to the Board members at least ten (10) days prior to the date of the meeting.

Section 3. **Quorum.** A majority of the Board shall constitute a quorum, and a majority of those present and voting shall be authorized to act.

Section 4. **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 all members participating consent to the use of that system and those persons 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, and a Treasurer. If so recommended by the Nominating Committee, the officers may also include an Assistant Treasurer and one or two Program Chairs. Each officer shall be elected by a majority of the 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.

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.

Section 2. **Nominating Committee.** The President, not less than thirty (30) days before an Annual Meeting, shall appoint a Committee consisting of such numbers as may be chosen to submit at the Annual Meeting nominations for the various offices. Other nominations may be made from the floor.

Section 3. **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 and may suspend until the next Annual Meeting any officer who shall have engaged in improper conduct while in office.

Section 4. **Vice President.** In case of the death, sickness, or inactivity of the President, those duties shall devolve on the Vice Presidents in order of their rank.

Section 5. **Program Chairs.** Each Program Chair shall be a resident of that host city scheduled for a future Annual Meeting and will coordinate all activities with the person who will preside as President at that Annual Meeting.

Section 6. **Secretary.** The Secretary shall keep a book 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.

Section 7. **Treasurer.** The Treasurer shall have charge of the moneys belonging to the Society, which shall be paid out on the order of the President, or in compliance with an express order only of the Society. The accounts shall be rendered at the Annual Meeting, and be at all times subject to the inspection of any officer of the Society.

Section 8. **Publication 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 9. **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.

ALTERNATIVE LANGUAGE BY J.M. McLAUGHLIN

Section 9. Executive Committee. The Executive Committee will be composed of the President, the First Vice-President, the Second Vice-President, the Treasurer and the most recent Past-President who is an Active Member of the Society. The Executive Committee shall have and exercise the authority of the Board of Directors between meetings of that Board.

Section 10. **Finance Committee.** The Finance Committee, chaired by the Treasurer, should include at least two other members, at least one of whom should be elected by the membership as an Assistant Treasurer.

ARTICLE VII

Various

Section 1. **The Seal.** The Society shall use the seal now customarily used by it.

Section 2. **Certificate of Membership.** The Society shall use the Certificate of Membership now customarily used by it.

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 VIII

Amendments

The bylaws may be altered, changed, or amended by majority vote of the members present at any regular or special meeting ordered for that purpose or by majority vote of the members of the Society, evidenced by letters received by the Secretary, on any proposed alteration, change, or amendment submitted to all of such members. Notice of the proposed changes shall be given to all members not less than thirty days prior to the scheduled vote.