

Central Texas Historical Association
Constitution and Standing Orders of the
Central Texas Historical Association

(revised April 29, 2017)

ARTICLE I – NAME

The name of this organization shall be Central Texas Historical Association, sometimes referred to herein as “Association.”

ARTICLE II – PURPOSE

The purpose of the Association shall be to encourage the appreciation, understanding, and teaching of the rich and unique history of Central Texas and by example and through educational and scholarly programs, foster and promote research, preservation, and publication of historical materials affecting the greater Central Texas region.

ARTICLE III – MEMBERSHIP

Membership in the Association shall be open to any individual interested in supporting the purpose of the Association on the payment of the Association’s annual membership dues. Any member whose dues are in arrears shall be dropped from the Association’s roll. Members who have been dropped may be reinstated at any time by the payment in advance of the annual membership dues. Only members in good standing will be allowed to vote and hold office in the Association. All members may participate in all activities of the Association without regard to race, sex, sexual orientation, national origin, or religion.

There shall be two classes of membership in the Association:

3.1. *Member.* A Member is an individual or entity interested in supporting the purpose of the Association and is current with payment of dues. In all matters governed by the vote of the membership, a member shall be entitled to one vote. A Member must be present at the annual business meeting of the association to vote, and the right to vote cannot be delegated by proxy, except in the case of an institutional member, such entity may designate an individual associated with the entity who is present at the meeting to cast its vote.

3.2. *Honorary Life Member.* A person who has rendered eminent service to Texas or to the Association may be elected an Honorary Life Member by a vote of two-thirds (2/3) of the

members of the Board of Directors present at the meeting in which the vote is taken. Such member shall be exempt from payment of dues and shall have no voting rights.

ARTICLE IV – LEGAL STATUS

The Central Texas Historical Association is organized for the following purposes: charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)3 of the United States Internal Revenue Code of 1986 (the “Code”), and the Texas Tax Code, Section 11.18. The Association is organized exclusively for educational purposes, and its net earnings shall not inure to the benefit of its members, trustees, officers, or any other private persons. In case of the dissolution of the Association, the officers shall dispose of such assets as it may then possess exclusively for educational purposes.

ARTICLE V – OFFICERS

5.1. *Elected Officers.* The elected officers shall be: the President, a First Vice President, and a Second Vice President.

5.2. *Appointed Officers.* The appointed officers shall be: the Executive Director, the Managing Editor of *Central Texas Studies: Journal of the Central Texas Historical Association*, a Secretary-Treasurer, and such other officers as the Board of Directors deems necessary for the proper operation of the Association. The forementioned Appointed Officers will be appointed by the Board of Directors in conjunction with the host institution in accordance with the procedures established in Article VI.

5.3. *The President and Vice Presidents.* The President, First Vice President, and Second Vice President shall hold office for terms of one year, beginning immediately following the annual meeting. The First Vice President shall be the President-Designate and shall succeed to the office of President upon the expiration of the President’s term of office. The Second Vice President shall be First Vice President-Designate and shall succeed to the office of First Vice President upon the expiration of the term of office of the First Vice President. To be eligible to serve as an officer one must be a member in good standing in the Association except that of Honorary Member.

5.4. *Election of Officers.* At the annual business meeting of the Association the Nominating Committee shall submit a written report containing the names of its nominees for the various offices of the Association and for the Board of Director vacancies, which are to be elected by the membership under provisions of this constitution. After the report of the Nominating Committee, nominations may be made from the floor. A 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 a position there shall be a run-off if no one nominee receives a majority of the votes present. Those elected at the annual meeting shall take office at the adjournment of the meeting at which they are elected.

5.5. *Vacancies.*

- (a) Should the office of President for any reason become vacant, the First Vice President shall succeed to the office of President and serve as President for the remainder of the unexpired term, and shall also serve as President for the following one-year term for which he/she would have served had the vacancy not occurred.
- (b) Should the office of First Vice President for any reason become vacant, the Second Vice President shall succeed to the Office of First Vice President and serve as First Vice President for the remainder of the unexpired term, and shall also serve as First Vice President for the following one-year term for which he/she would have served had the vacancy not occurred.
- (c) Should the office of Second Vice President for any reason become vacant, the Nominating Committee will recommend a replacement to the Board of Directors, who, if approved by the Board, will serve in such capacity until the next annual meeting, at which time he/she will be included in the nominees to be voted upon at the annual business meeting. In the event the candidate recommended by the Nominating Committee is not accepted by the Board of Directors, then the Nominating Committee shall provide alternative recommendations to the Board for its consideration.

5.6. *Duties of the President.*

- (a) The President shall serve as Chairman of and preside at all meetings of the Board of Directors.
- (b) The President shall appoint all standing and special committees of the Association, except for the Publication Committee. At least one member of each standing and special committee shall be a current member of the Board of Directors.
- (c) The President shall be an *ex-officio* member of all committees.

5.7. *Duties of the First Vice President.* In the event of the absence of the President, the First Vice President shall assume the duties of the President and perform such assignments and duties that may be assigned to him/her by the President or the Board of Directors.

5.8. *Duties of the Second Vice President.* The Second Vice President shall perform those assignments that may be made to him/her by the President or the Board of Directors.

ARTICLE VI – BOARD OF DIRECTORS

6.1. *Defined and Management.* The management of the affairs of the Association shall be vested in the Board of Directors, which shall consist of the President, the Vice Presidents, the two immediate past Presidents, and nine (9) elected members. The elected members of the Board of Directors shall serve for a term of three (3) years and no member of the Board of Directors shall serve more than six (6) years continuously unless his/her term has been extended by the fact that he/she has been elected an officer to the Association. In the event an elected member of the Board of Directors is elected an officer of the Association, that person shall continue on the Board in the capacity of an officer and a vacancy shall thereby be created in the membership of the Board, which vacancy shall remain vacant until the vacancy is filled by the Nominating Committee. The President may not appoint a member of the Board of Directors to the Nominating Committee in the year in which that member will be eligible for a second three (3) year term. A prior member of the Board of Directors is eligible for additional terms after one year from the last date of the service on the Board or as an officer of the Association.

6.2. *Relationship with Blinn College.* The Board of Directors shall enter into an agreement with Blinn College, the host institution of the Association, for necessary resources as stated in the document entitled “Memo of Understanding Concerning the Relationship Between Central Texas Historical Association and Its Host Institution Blinn College.” The Board of Directors may name not more than one (1) representative from Blinn College as voting *ex-officio* member of the Board. This representative would be in addition to those members of the Board defined in Article VI. 6.1, even if the elected nine members are affiliated with Blinn College. The relationship defined here will remain in effect as long as Blinn College is the host institution of the Association.

6.3. *Powers of the Board of Directors.* The powers of the Board of Directors shall be:

- (a) The Board of Directors shall, in coordination with the officials of Blinn College, select an Executive Director and a Managing Editor of *Central Texas Studies: Journal of Central Texas Historical Association*. Both the Executive Director and the Managing Editor will be members of the faculty or staff of Blinn College. The same individual may hold both appointments.
- (b) The Board of Directors shall, in cooperation with officials of Blinn College and the Executive Director of the Association, appoint a Secretary-Treasurer. The Secretary-Treasurer will be a member of the staff of Blinn College.
- (c) Under circumstances not otherwise provided for in this constitution or the bylaws, the Board of Directors shall be empowered to fill vacancies in all offices of the Association, and the person so appointed shall serve until the succeeding annual meeting of the membership. In the case of the death or resignation of a member of the Board of Directors, the Nominating Committee shall make recommendations to the Board of Directors as to a replacement, subject to approval by the membership at the next annual business meeting. The replacement shall not count as part of a normal term unless the

replacement takes place during the first three (3) months of the former member's term.

- (d) 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 purpose and activities of the Association.
- (e) The Board of Directors shall direct and be responsible for the financial matters of the Association, including the control and investment of the assets of the Association, with power to purchase or sell securities or other property held or needed by the Association.
- (f) The Board of Directors shall be the final authority on all matters of personnel, including salaries, as may be recommended to the Board of Directors by the Executive Director.
- (g) The Board of Directors at any regular meeting or called meeting, with two weeks prior written notice to the members of the Board, have the power to create or discontinue various levels of membership as it may deem in the best interest of the Association and establish or amend the amount of the dues applicable to each membership classification. The Board of Directors shall determine the rules and procedures by which members shall be dropped from the membership rolls.
- (h) The nine (9) elected members of the Board of Directors shall be elected by the members at the annual meeting of the Association on a staggered basis. The Board of Directors shall determine the order in which the staggered elections are to be determined.
- (i) The powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors, subject to any limitation imposed by statute, the articles of incorporation or the Association Bylaws as to action which requires authorization or approval by the membership.
- (j) The Board of Directors may fill a vacancy on the Board by the affirmative vote of the majority of the remaining members of the Board, regardless of whether that majority is less than a quorum. The member of the Board elected in this manner shall serve for the remaining unexpired term of the former Board member whose resignation, removal or death resulted in the vacancy. A vacancy in the Board occurring because of an increase in the number of members of the Board shall be filled only by election of the members of the Association at the next annual meeting of the Association or at a special meeting of members of the Association called for that purpose.

6.3. *Liability of Members of the Board of Directors.* A member of the Board of Directors shall discharge his/her duties, including duties as a Committee member, in good faith, with ordinary care, and in a manner the member reasonably believes to be in the best interest of the Association. A member of the Board of Directors is not liable to the Association, another member of the Association, or any other person for an action taken or not taken as a member of the Board if such member acts in compliance with this section. A person seeking to establish the liability of a member of the Board must prove that the Board member did not act: (1) in good faith; (2) with ordinary care; and (3) in a manner the member of the Board reasonably believed to be in the best interest of the Association. A member of the board is not considered to have the duties of a trustee of a trust with respect to the Association or with respect to any property held or administered by the Association, including property subject to restrictions imposed by the donor or transferor of such property.

6.4. *Designation of a Board Member as a Lifetime Honorary Member of the Board.* The Board of Directors by a two-thirds (2/3) vote of the Board may designate a former member of the Board as a Lifetime Honorary Member of the Board in recognition and appreciation of outstanding contribution to the Board and the Association, but such individual shall not have the right to vote on any matter before the Board.

6.5. *Removal of a Member of the Board of Directors from Office.* A member of the Board of Directors may be removed from office with or without cause upon a two-thirds vote of the other members of the Board. If a Board member is removed, the President will notify the member of the action taken by the Board.

6.6. *Resignation of a Member of the Board of Directors.* A member of the Board of Directors may resign at any time by providing written notice to the President and Executive Director, and such resignation shall be effective on the date provided in such written notice.

6.7. *Financial Matters and Duties.* The Board of Directors may:

- (a) Contract with an advisor who is an investment counsellor or a trust company, bank, investment advisor, or investment manager.
- (b) Confer on that advisor the authority to:
 - 1) Purchase or otherwise acquire a stock, bond, security, or other investments on behalf of the Association.
 - 2) Sell, transfer, or otherwise dispose of an asset or property of the Association at a time and for a consideration the advisor considers appropriate.
- (c) Confer on an advisor described by Subsections (a) and (b) of this Section 6.7 other powers regarding the Association's investments as the Board considers appropriate; and authorize the advisor to hold title to an asset or property of

the Association, in the advisor's own name or in the names of a nominee, for the benefit of the Association.

- (d) The Board of Directors is not liable for an action taken by an advisor under this Section 6.7 if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor, with or without cause, if the Board considers that action appropriate or necessary.

6.8. *Conflict of Interest Policy.* The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

(a) Definitions:

- 1) Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- 2) Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

(b) Procedures:

- 1) Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 2) Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

- 1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

6.9. *Annual Meeting of Board of Directors.* The annual meeting of the Board of Directors shall be held on the 1st Thursday during the month of February, at which they shall elect officers and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any Director may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of the Board of Directors is not called within sixty (60) days following such demand, any Director may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such Director to compel the holding of such annual meeting.

ARTICLE VII – EXECUTIVE DIRECTOR

7.1. *Defined.* The Executive Director shall be appointed by the Board of Directors in conjunction with the Officials of Blinn College and shall be responsible for all operations of the Association, subject to the policies set by the Board of Directors. The Executive Director shall be directly responsible to and report to the Board of Directors. The Executive Director shall also share his/her annual report with the Dean of the Social Science Division of Blinn College. The Executive Director shall be a non-voting, *ex-officio* member of the Board of Directors and all of the Association’s Standing Committees.

7.2 *Duties of the Executive Director.* The duties of the Executive Director shall include:

- (a) Responsibility for all association personnel;
- (b) Development and oversight of the annual budget of the association;
- (c) Supervision of all association fundraising activities;
- (d) Oversight of publicity for association activities and programs;
- (e) Representing the association at public and governmental functions as needed;

7.3. *Oversight of Special Projects.* In addition, the Executive Director shall carry out special projects as assigned by the President or by vote of the Board of Directors.

7.4. *Other Essential Duties.* The Executive Director, in conjunction with the Secretary-Treasurer, and President shall conduct the correspondence of the Association, maintaining a permanent record of all such correspondence. The Executive Director shall notify members of their appointments to committees or election to office, and shall make a report of the work of the Association to each meeting of the Board of Directors which, when approved by the Board of

Directors, shall be preserved by the Executive Director in permanent form. The approved Executive Director's report shall be made available to the Association membership following the annual meeting of the Board of Directors. The Executive Director shall be custodian of the seal of the Association, shall keep a full and correct roll of the membership of the Association, give notice of all meetings, regular and special; shall oversee the collection of dues of members, and receive all subscriptions and donations of money and/or other property, maintaining a full, permanent record of same.

7.5. Appointment and Relationship with Community Liaison. The Executive Director, at his/her discretion, can appoint a Community Liaison, who will assist the Executive Director in reaching out to community organizations, including but not limited to historical commissions, historical societies, historical museums, and historical archives in the greater Central Texas region. The Community Liaison will report directly to the Executive Director and will aid in the development and implementation of various programs sponsored by the Association. The Community Liaison will serve as a non-voting, *ex-officio* member of the Board of Directors and Executive Committee of the Board of Directors.

ARTICLE VIII – MANAGING EDITOR

8.1. Duties and Responsibilities. The Managing Editor shall be a non-voting, *ex-officio* member of the Board of Directors and shall be responsible for the publications of the Association and for their distribution to the membership and to the general public.

8.2. Appointment of and Relationship to the Editorial Board. There shall be an Editorial Board of no less than seven (7) members to be elected by the Board of Directors upon the recommendation of the Managing Editor. The Managing Editor will appoint one of the members of the Editorial Board as the Book Review Editor. The Editorial Board shall advise the Managing Editor on the selection of items for publication. The Editorial Board shall advise the Board of Directors on broad publications at each meeting of the Board of Directors, which, when approved by the members of the Board of Directors, shall be preserved by the Managing Editor on permanent form. The Managing Editor will serve as the Chair of the Editorial Board.

8.3. Qualifications. The Managing Editor must be a member of the academic community.

8.4. Editor of Association Journal. The Managing Editor shall be the Editor of *Central Texas Studies: Journal of the Central Texas Historical Association* and shall work with the Board of Directors and the Editorial Board in overseeing the publication of *Central Texas Studies: Journal of the Central Texas Historical Association* as needed. In this capacity, the Managing Editor shall be responsible for seeing that the material published in the *Central Texas Studies: Journal of the Central Texas Historical Association*, including the Book Reviews section, and all other sections of the Association's journal shall have bearing upon the history of Central Texas.

8.5. *Conflict with Executive Director.* In the event of disagreement between the Managing Editor and the Executive Director of the Association, the President of the Association shall serve as arbiter. The decision of the President may be appealed to the full Board of Directors, the decision of which shall be final.

ARTICLE IX – SECRETARY-TREASURER

9.1. *Duties of the Secretary-Treasurer.* The Secretary-Treasurer shall keep full and correct minutes of all meetings of the Association and of the Board of Directors, submitting the same for approval of the respective bodies, and shall call to the attention of the Association and the Board of Directors all matters of general interest; shall be custodian of all moneys and property of the Association, giving sufficient bond therefore when required, and shall keep a full record thereof in permanent form; shall pay all routine bills of the Association, preserving vouchers and receipts therefore; extraordinary expenditures must have prior approval of the Board of Directors before commitment and payment; and shall, at each meeting of the Board of Directors, present a detailed report of all receipts and expenditures, with proper vouchers, and a report of all funds and property belonging to the Association.

ARTICLE X – MEETINGS OF THE MEMBERSHIP

10.1. *Annual Meeting.* The Association shall hold one regular annual meeting. The Board of Directors may call special meetings, or cancel any meeting, if extraordinary circumstances warrant. The inaugural meeting of the Association will be held in Brenham, Texas. Thereafter, the annual meeting shall be held at different locations in Central Texas as may be determined by the Association and approved by the Board of Directors. The objective of rotating the Annual Meeting to different locations is to honor all sections of Central Texas, especially those locations of special historical significance and interest to Central Texas history. Each regular annual meeting must include a business meeting, to which the Board of Directors will report its actions, and officers and members of the Board of Directors shall be elected. Members in attendance at the business meeting will vote on all matters requiring the consent of the membership as defined in the Association's Bylaws and Constitution and Standing Orders.

10.2 *Special Meetings.* Special meetings of the membership may be called only upon an affirmation vote of eight members of the Board of Directors. The Secretary-Treasurer of the Association shall notify the members in writing of the date, place, and purpose of the special meeting, all as determined by the Board of Directors. Such notices shall be sent to the membership by depositing said notice with the United States Post Office at least two weeks prior to the date of the said meeting.

10.3 *Record Dates.* The record date for determining the members of the Association entitled to: (1) receive notice of the annual meeting of members, shall be those persons who are considered members on December 1, of the preceding year; (2) eligibility to vote at an annual meeting of the members shall be those members who are in good standing as of 12 a.m. on the

day of the annual meeting. The respective record dates for special meetings shall be determined by the Board of Directors in the resolution calling for the special meeting.

ARTICLE XI – PUBLICATIONS

The Association shall from time to time undertake such publications as may be recommended by the Managing Editor and the Editorial Board and approved by the Board of Directors. The principal publication of the Central Texas Historical Association shall be *Central Texas Studies: Journal of the Central Texas Historical Association*, and it shall have precedence over all other publications of the Association.

ARTICLE XII – AMENDMENTS

The Board of Directors, two-thirds (2/3) of those voting at an annual business meeting, or 25% of members, who are in good standing with the Association (see Article II), in a signed petition, may propose amendments to this constitution and the standing orders. The Board of Directors must submit such proposed amendments to the next annual business meeting for discussion, refinement of language, or revisions. The proposed amendments must be approved by two-thirds (2/3) vote of the members of all dues-paying classification present and voting at any annual meeting, provided that the notice of the substance of the proposed amendment shall be included or inserted in the announcement of the annual meeting of the Association. The Secretary-Treasurer shall count the ballots.

ARTICLE XIII – RATIFICATION

This constitution, upon approval by the Board of Directors, shall be submitted to the membership. The proposed amendments must be approved by two-thirds (2/3) vote of the members of all dues-paying classification present and voting at the inaugural annual meeting of the Association, and upon certification by the Secretary-Treasurer of such approval, by two-thirds of those voting, shall go into effect immediately.

ARTICLE XIV – FELLOW

A person of any classification of membership who has demonstrated through distinguished published works, or other exemplary scholarly activity, a special aptitude for historical investigation relating to Central Texas may be elected by the Board of Directors a “Fellow of the Central Texas Historical Association.” Their election shall be announced at the first annual meeting of the Association after their election. 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.

STANDING ORDERS

STANDING ORDER I – COMMITTEES

1.1. Standing committees of the Association shall be as follow:

- (a) *Membership Committee.* The number serving on the Membership Committee shall be determined by the President and shall be appointed by the President. This committee shall have the responsibility of seeking and obtaining new members of the Association as well as the renewal of existing membership, for the various categories of membership as may exist from time to time, and of making recommendations to the Board of Directors with respect to the creating of classifications of membership and the level of dues to be assessed by the Association.
- (b) *Nominating Committee.* Prior to the adjournment of the annual business meeting the incoming President elected to serve during the ensuing year shall name his appointees to the Nominating Committee. This committee shall be composed of a Chairperson, who shall be the immediate past President of the Association, and four (4) other members, two (2) serving as current members of the Board of Directors and two (2) from the general membership. This committee shall recommend to the Association membership at least one nominee for each of the offices of President, First Vice President, and Second Vice President, and outgoing members of the Board of Directors. The election of the officers and Board of Directors shall be voted upon at the business session of the annual meeting of the ensuing year. The announcement of the names of this committee prior to the adjournment of the annual meeting will give the members of the Association an opportunity to suggest nominees to the committee during the year prior to the annual meeting of the ensuing year. The committee's report shall be delivered to the President not later than five days before the next ensuing annual meeting, with a copy to the Board of Directors. The Chairman or a member of the committee designated by the Chairman shall present the committee's report at the annual meeting upon the call of the President.
- (c) *The Finance and Audit Committee.* The members of the Finance and Audit Committee shall be appointed by the President of the Association. The committee shall be composed of three (3) members, and will serve a staggered three-year term. One (1) of the members must be a member of the Board of Directors. One (1) member should have financial expertise, such as working knowledge of accounting, auditing, and financial statements. The president will select one new committee member each year to replace the member who is rotating off the committee. The senior committee member is the chair of the committee. This committee shall review periodically the financial

operations of the Association, including investments, and make recommendations to the Board of Directors as it may deem appropriate. The committee shall meet at least once each year and shall have the authority to: (a) recommend the selection of external auditors for the approval of the Board of Directors and the terms and conditions for retaining outside auditors; (b) establish or propose policies regarding services provided by the Association's external auditors and other aspects of the relationship between the auditor and the Association; (c) review annual audited financial statements, the management letter submitted by the auditors, and staff's response to the management letter, and discuss the staff's response with the staff and auditors and report the committee's comments and recommendations to the Board of Directors; and (d) carry out any other activities relating to financial reporting, financial risks and controls, external auditors, internal accounting, and related matters as may be directed by the Board of Directors.

- (d) *Education Committee.* The Education Committee shall be appointed by the President. Its purpose is to propose and help plan the Association's education programs, especially those involving local historical commissions and societies, museums, and archives. The committee will report all proposals and activities to the Executive Director and the Board of Directors for approval. The activities and proposed programs by this committee do not include the annual symposium or the annual meeting of the association, although the Board of Directors may ask this committee to aid in the planning of said events. The number of the members of this committee will be no more than seven (7), and no fewer than four (4). The President will select one member of the committee to serve as chair of the committee.
- (e) *Governance Committee.* The Governance Committee shall be appointed by the President. The committee shall be composed of three (3) members, and will serve a staggered three-year term. The president will select one new committee member each year to replace the member who is rotating off the committee. The senior member of the committee will be the chair. The purpose of this committee is to assist the Board of Directors by implementing best practices in corporate governance, monitoring federal and state legislation focused on nonprofit organizations, providing continuing education to the Board of Directors on acceptable governance principles and practices, and orienting new members of the Board of Directors on the culture and traditions of the organization, expectations of service, and fiduciary responsibilities.
- (f) *Awards Committee.* The Awards Committee will be appointed by the President. The Awards Committee shall be composed of five (5) members. The President will select the chair of the committee. The Awards Committee will submit proposals for the creation of awards and guidelines for the issuance of said awards to the Board of Directors for approval. All awards and Honorary Recognition bestowed established in the name of the Central Texas Historical Association must be approved by the Board of Directors.

The creation of awards and honorary recognitions should be done in the spirit of the purpose of the Association. All awards and honorary recognitions should be created in order to recognize the contributions of individuals and organizations who promote the study of Central Texas history through scholarly endeavors. Once an award or honorary recognition has met the approval of the Board, the Awards Committee shall receive and review nominations and recommend candidates for said awards. The Awards Committee will make a report to the President and the Board of Directors which identifies the committee's selection of finalists for each award given by the Association.

(g) *Terms of Appointment.* Unless otherwise noted in the Constitution, all appointees to committees and special committees shall serve for a term of one year; however, members of committees are eligible to be reappointed.

1.2. Special committees may be constituted as may be deemed necessary and proper by the President or by the Board of Directors.

1.3. Unless specified in a resolution of the Board of Directors, standing and special committees do not have the authority to make decisions affecting the management of the Association, but instead shall make recommendations to the Board of Directors or the Executive Committee with respect to any matter affecting the management of the Association. In situations where it is uncertain whether a decision affects the management of the Association, the President shall resolve the question.

1.4. The chairperson of each standing and special committee or the Executive Director shall be responsible for notifying each member of such committee meeting in the same manner and form as meeting notifications for Board of Directors meetings. A committee decision or recommendation can be made by the committee without regard to the number of committee members present at a meeting as long as all members are sent advance notice of the proposed decision or recommendation and an opportunity to comment, and at least three committee members consent to the decision or recommendation, either in person or by electronic means (email) sent to the chairperson of the committee contemporaneously with the meeting. In lieu of a meeting, a committee decision or recommendation may be made if a written consent, stating the decision or recommendation, is signed by a majority of the committee members, the consent includes the date of his/her signature, and prompt notice of the taking of such action without a meeting by less than unanimous written consent shall be given to each committee member who did not consent in writing to the action; provided, however, no standing or special committee decision or recommendation shall be made without a called meeting if any member of such committee desires to discuss the decision or recommendation at a called meeting. Standing and special committee meetings may be conducted by conference telephone or remote electronic communication system in the same manner as Board of Directors meetings as set forth in Standing Order V.

STANDING ORDER II – BALANCE OF OFFICERS AND BOARD OF DIRECTORS

The Association plans to establish the custom that the presidency of the Association be alternated from year to year between academic and nonacademic members and that the membership of the Board of Directors likewise be balanced substantially between these two groups. An academic member is defined as an active or retired employee of an accredited academic institution of higher learning.

This custom is hereby incorporated into the standing orders of the Association with the recognition that limited flexibility must be exercised where unusual circumstances dictate.

STANDING ORDER III – OPERATING POLICY

The President shall make all appointments within two (2) months of taking office. The President and Executive Director shall publish a calendar, within the President's first two (2) months in office, of anticipated scheduling of all committee meetings for the remainder of the President's term of office. The President and Executive Director shall write and transmit letters of high expectation to new members of the Board of Directors, specifically emphasizing the duty of regular attendance. The Nominating Committee shall attempt to interview candidates for the Board of Directors and meet only when all members can attend. The Executive Director shall report regularly to the President, to the Board of Directors, committee chairs, and to the Dean of Social Sciences at Blinn College as appropriate.

3.1. *Fiscal Year.* The fiscal year of the association will begin on January 1st and will end on December 31st of each calendar year.

3.2. *Parliamentary Procedures.* All organizational meetings will be governed within acceptable practices and interpretations of *Robert's Rules of Order Newly Revised* (10th edition). Newer editions of *Robert's Rules of Order Newly Revised* may be implemented when deemed appropriate and agreed by the Board of Directors. However, no edition earlier than the 10th edition will be deemed appropriate for the conduct of CTHA meetings.

3.3. *Filling of Vacant Committee Chairs.* If the chair of any committee cannot serve, a successor will be appointed by the Executive Council.

STANDING ORDER IV – EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

4.1. *Appointment.* There shall be an Executive Committee of the Board of Directors consisting of the Officers enumerated in Article V, "Officers," namely the President, First Vice President, and Second Vice President. In addition to these, the Executive Committee shall include the two most immediate past presidents plus two additional members of the Board of Directors, called "Trustees," who will be appointed by the President. Both the Executive Director and the Managing Editor will serve as non-voting, ex-officio members.

4.2. *Vacancies.* Any vacancy of a Trustee shall be filled by the President.

4.3. *Powers.* The Executive Committee shall have and may exercise all the powers of the Board of Directors in management of the business and affairs of the association during intervals between meetings of the Board of Directors, and shall report for ratification all actions of the Executive Committee at the next meeting of the Board of Directors. The Executive Committee shall not have the power of the Board of Directors to incur debt, sell or distribute assets, elect officers, amend, alter or repeal the corporation's certificate of formation, bylaws, this constitution, or any of these standing orders. The executive committee shall not have the power in electing, appointing or removing any member of any committee or any Director or officer of the Corporation. The executive committee shall not have the power to adopt a plan of merger or adopt a plan of consolidation with another Corporation. The executive committee shall not have the power to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by the executive committee.

4.4. *Quorum.* Five members of the Executive Committee, present and/or on conference call, shall constitute a quorum for any meeting.

4.5. *Voting.* Five votes of the entire Executive Committee decide an issue.

STANDING ORDER V – MEETING OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

5.1. *Place, Notice, and Participation.* Meeting of the Board of Directors and the Executive Committee may be held at any location in or outside the state as determined by the President. Meetings may also be held by means of conference telephone or remote electronic communication system, including videoconferencing technology or the Internet (email), or any combination thereof, or one or more members of the Board of Directors or Executive Committee may participate in a called meeting by conference telephone or remote electronic communications system or the Internet (email) or any combination, but a conference telephone or remote electronic communications system including email may only be used if (a) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the telephone or other equipment or system provides access to the meeting in a manner or using method by which each person participating in the meeting can communicate concurrently with each other participant.

5.2. *When Present.* A person participating in a meeting, whether in person, by conference telephone, or remote communication system, is considered present at the meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

5.3. *Notice.* The President shall provide notice of a meeting of the Board of Directors to all members of the Board, or notice of a meeting of the Executive Committee to all members of such committee, as applicable, that states the date and time of such meeting, and: (a) if the meeting is not held solely by using a conference telephone or other communications system authorized by Section 5.1 hereof, the location of the meeting; or (b) if the meeting is held using a conference telephone or other communications system authorized by Section 5.1 hereof, or a member is entitled to participate using a conference telephone or other communication system authorized by Section 5.1, the conference telephone call-in number or other means of accessing the communication system. Notice of a meeting that is: (1) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records of the Association; and (2) transmitted by facsimile or electronic message (email) is considered to be given when the facsimile or electronic message (email) is transmitted to a facsimile number or an electronic message (email) address provided by the person, or to which the person consents, for the purpose of receiving notice.

5.4. *Decision Making.* Any action required by these Standing Orders or applicable law to be taken at a meeting of the Board of Directors or the Executive Committee, or an action that may be taken at such meeting, may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of members of the Board of Directors or Executive Committee, as applicable, necessary to take that action at a meeting at which all of the members of the Board of Directors or Executive Committee, as applicable, are present and voting. The consent must state the date of each member's signature. If less than unanimous written consent to the action is taken, the President shall send prompt notice of the taking of such action without a meeting to each member of the Board of Directors or Executive Committee, as applicable, who did not consent in writing to the action. Notwithstanding the above, if any member of the Board of Directors or the Executive Committee, as applicable, request that a decision be made at a called meeting, then the action cannot be taken without a meeting called as provided for in Section 5.1 and 5.3.