

BY LAWS

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. A Member must be present to vote, and the right to vote cannot be delegated by proxy, except in the case of a legal entity, such entity may designate an individual present at the meeting to cast its vote.

ARTICLE III: MEETING OF THE MEMBERSHIP

- (1) The Society shall have an Annual Meeting which shall be at the Cartographic History Library at the University of Texas at Arlington, or at such other place in the State of Texas, and at such time as may be 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, 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 45 days prior to the time of the meeting. In the case of Special Meetings, the notice shall include the purpose of the meeting and mailed not less than 14 days prior to the date set for the Special Meeting.

ARTICLE IV: OFFICERS AND DUTIES

- (1) Officers. The officers of the Society shall consist of a President, First Vice President, Second Vice President, Secretary and Treasurer, each of whom shall serve for a term of two years or until their successors are elected.
- (2) Election of Officers. At the Annual Meeting of the Association, the Nominating Committee shall submit a report containing the names of its nominees for the offices of President, First Vice President, 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. A nominee receiving the highest vote of the membership present at the meeting shall be elected to the respective officers 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.

One-half of the directors shall be elected on alternate years. Those directors elected at the first annual meeting shall determine by lot which director's initial term shall be for one or two years.

(3) 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.

(b) Should the office of First Vice President, 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 Association. The President shall preside at all meetings of the membership. The President shall preside at all meetings of the membership and 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.

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

(5) Duties of the First Vice President. The First Vice President 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 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.

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

(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 meeting; keep a current roster of the membership; 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 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.

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.

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, the Second Vice President, the Secretary, the Treasurer, and nine members elected from the membership. Each board member will serve a two year term; however, because the board membership shall be staggered, five of the remaining six shall serve two year terms, to be determined by lot, at the Society's first election.

(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.

(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 Association.

(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 Decembers 31.

ARTICLE VIII: AMENDMENTS

Amendments to the Bylaws shall be first recommended by a two-thirds (2/3) vote of the Board of Directors and voting at any Annual Meeting, provided that the substance of the proposed amendment be included in the notice of the Annual Meeting of the Society.

ARTICLE IX: DISSOLUTION CLAUSE

The Board of Directors shall be empowered to dissolve the Society upon a formal vote of the Board and the membership, with a majority of the vote being required in favor of dissolution, which would become effective immediately after the vote.

Upon dissolution, the Board of Directors shall determine the disposition of assets to a non-profit organization with a demonstrated interest in the history of cartography.

ARTICLE X: ADOPTION OF BYLAWS

These Bylaws amend and restate all prior Bylaws in their entirety and shall be effective upon the affirmation approval of two-thirds (2/3) of the Board of Directors and a two-thirds (2/3) vote of the membership present and voting at an Annual Meeting or any Special Meeting of the Association.