

**BYLAWS OF  
TEXAS FOLKLORE SOCIETY**

**Article I.     ARTICLE 1: Name**

The name of this Society shall be TEXAS FOLKLORE SOCIETY sometimes referred to herein as “Corporation” and/or “Society.”

Section 1.01 *Principal Office.* The principal office of the Society shall be within the State of Texas and shall be determined by the Memorandum of Understanding (MOU) (see Section 9.02) executed between the Society and the Host Institution (see Section 9.03).

Section 1.02 *Other Offices.* The Society may have such other offices as the Board of Directors may determine or as the affairs of the Society may require from time to time.

**Article II.     Purpose**

The Corporation is organized and shall be operated exclusively for scientific, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal revenue law (the “Code”), including, but not limited to, the making of gifts and grants in a manner consistent with the requirements for organizations described in Section 501(c)(3) of the Code, and to conduct, accomplish, and carry on its objectives, functions, and purposes or any part thereof set forth in the governing documents of the Corporation as amended from time to time, within or outside the State of Texas.

This Corporation is additionally organized to promote, encourage, and foster any other similar religious, charitable, scientific, or educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate its assets, and all income therefrom, for and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided however, no act may be performed which would violate section 501(c)(3) of the Code as it now exists or as it may hereafter be amended.

The assets and property of the Corporation are hereby pledged for use in performing its exempt purpose.

The mission of the Society shall be to collect, preserve, and share the practices and customs of the people of Texas and the Southwest.

The Corporation is a Texas nonprofit corporation and has all the powers, duties, authorizations and responsibilities as provided by the Texas Business Organizations Code (“TBOC”); provided that the Corporation shall neither have nor exercise any power, nor engage directly or indirectly

in any activity, that would invalidate its status as a Corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the TBOC.

### **Article III. Membership**

Section 3.01 *Member.* A Member is a person or entity interested in supporting the purpose of the Society 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 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. A quorum for a meeting of the general membership shall consist of twenty members, at least five of whom are currently voting members of the Board of Directors.

### **Article IV. Fellows**

A person of any classification of membership who has done outstanding work for the Texas Folklore Society and in the field of Texas and Southwestern folklore may be elected by the Board of Directors a “Fellow of the Texas Folklore Society.” That person’s election shall be announced at the first annual meeting of the Society 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 Society each year.

### **Article V. Meetings of the Membership**

Section 5.01 *Annual Meetings.* Annual meetings of the Society shall be held at a place in the state of Texas and at such times as may be determined by the Board of Directors. Annual meetings may also be held virtually by electronic means as determined by the Board. At the annual meeting, Officers and members of the Board of Directors shall be elected and votes taken upon those matters in which the vote of the membership is provided for in these Bylaws. A majority vote of the quorum present and voting at any meeting shall decide matters presented to the members.

Section 5.02 *Special Meetings.* Special meetings of the membership may be called only upon an affirmative majority vote of the then serving members of the Board of Directors. The President of the Society 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 effected by depositing said notice with the United States Post Office or by electronic means as described in Section 8.01 and 8.03 hereof at least two weeks before the date of said meeting.

Section 5.03 *Record dates.* The record date for determining the members of the Society entitled to:

- (a) Receive notice of the annual meeting of members shall be those persons who are considered members on the date the notice is sent.
- (b) 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.

Section 5.04 *Robert's Rules of Order*. Meetings shall be governed by the most recent edition of Robert's Rules of Order or by such other procedures as may be approved by the Board, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or with provisions of law. However, failure to strictly adhere to Robert's Rules of Order shall not invalidate an action or vote of the Members or Board of Directors, unless the error or defect is raised prior to the action or vote.

## **Article VI. Board of Directors**

Section 6.01 The management of the affairs of the Society shall be vested in the Board of Directors, which shall consist of the President, the Vice-President, and ten (10) elected members to be called Directors (*formerly Councilors and Directors*). The Vice-President and Directors are voting members of the Board. The President shall not vote except in the case of ties [7.04(c)]. Ex-officio members of the Board of Directors are non-voting and shall include the Society's Immediate Past President, Secretary-Editor/Executive Director, Office Manager, Treasurer, and any other member who from time to time may be designated by the Board as an ex-officio member.

- (a) The elected members of the Board of Directors (Directors) shall serve the Society for a term of three (3) years and no members of the Board of Directors (Directors) shall serve more than six (6) years continuously unless their term has been extended by the fact that they have been elected an Officer of the Society and/or they served an incomplete term consecutively with two complete three (3) year terms as described in Bylaws section 6.03(b).
- (b) The ten elected members of the Board of Directors (Directors) shall be elected by the members at the annual meeting of the Society on a staggered basis. The Board of Directors shall determine the order in which the staggered elections are to be administered.
- (c) In the event an elected member of the Board of Directors (Directors) is elected an Officer of the Society, 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.
- (d) A prior Board Director who has completed two consecutive three (3) year terms is

eligible for additional terms after one year from the last date of service on the Board.

Section 6.02 The Board of Directors shall meet at least twice each year. One meeting shall be during and at the site of the annual membership meeting, and the second and any additional meetings shall be held upon the call of the President at such place and at such time as may be set by the President. 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 member present at a meeting shall have one vote, and voting shall not be by proxy. (For *Place, Notice, and Participation* explanations of Board meetings of the Society, see section 8.01.)

Section 6.03 *Robert's Rules of Order*. Meetings shall be governed by the most recent edition of Robert's Rules of Order or by such other procedures as may be approved by the Board, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these By-laws, or with provisions of law. However, failure to strictly adhere to Robert's Rules of Order shall not invalidate an action or vote of the Members or Board of Directors, unless the error or defect is raised prior to the action or vote.

Section 6.04 The powers of the Board of Directors shall be:

- (a) In accordance with the MOU, the Board of Directors shall provide a review to the Host Institution regarding the performance of the Secretary-Editor/Executive Director of the Society. The Society president shall collect this information from the board and shall communicate such information to the Host Institution. If feedback is desired, either on behalf of TFS or on behalf of the Host Institution at intervals other than annually, that will be addressed in the MOU.
- (b) Under circumstances not otherwise provided for in the Bylaws, the Board of Directors shall be empowered to fill vacancies in all offices of the Society, and any person appointed to fill a vacancy shall serve until the succeeding annual meeting of the membership. In 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. In the case that a member of the Board of Directors is serving an incomplete term, that accordingly does "not count as a normal term" because it falls as less than 2 years and 9 months. In all Society documents and electronic listings, said member's "second term" will not be marked as such until said member is reelected to serve a second full 3-year term consecutively following a full 3-year term.
- (c) 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.
- (d) The Board of Directors shall direct and be responsible for the financial matters of the Society, including the control and investment of the assets of the Society, with power to purchase or sell securities or other property held or needed by the Society.

- (e) In the event the Society shall bear the expense of salary for employees, 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 Secretary-Editor/Executive Director.
- (f) The Board of Directors at any regular or called meeting shall, 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 Society 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.
- (g) The powers of the Society shall be exercised by or under the authority of, and the business and affairs of the Society shall be managed under the direction of, the Board of Directors, subject to any limitation imposed by statute, the articles of incorporation, or these bylaws as to action which requires authorization or approval by the membership.
- (h) The Board of Directors may fill a vacancy on the Board by the affirmative vote of the majority of the quorum of the remaining members of the Board. The member of the Board elected in this manner shall serve until the membership of the Society, at the next annual meeting of the Society or special meeting of Society members called for that purpose, elects a Board member to 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 Society at the next annual meeting of the Society or at a special meeting of members of the Society called for that purpose.

Section 6.05 A member of the Board of Directors shall discharge their 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 Society. A member of the Board is not liable to the Society, another member of the Society, 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 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 Society. A member of the Board is not considered to have the duties of a trustee of a trust with respect to the Society or with respect to any property held or administered by the Society, including property subject to restrictions imposed by the donor or transferor of such property.

Section 6.06 Indemnification: The Society shall indemnify its Directors, Officers and employees as follows:

- (a) Every Director, Officer, or employee of the Society shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with a proceeding to which he/she may be made a party, or in which he/she may become involved by reason of his/her being or having been

a Director, Officer, employee or agent of the Society or is or was serving at the request of the Society as a Director, Officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interests of the Society.

- (b) The Society shall provide to any person who is or was a Director, Officer, employee, or agent of the Society or is or was serving at the request of the Society as a Director, Officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation, or other proceedings, which is specifically permissible under applicable law.
- (c) The Board may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

Section 6.07 *Compensation*: The Board of Directors shall receive no compensation other than reimbursement of reasonable expenses.

Section 6.08 A member of the Board of Directors may be removed from office with cause at any duly constituted meeting of the Board upon a majority vote of then serving members of the Board. If a Board member is removed, the President shall notify the member of the action taken by the Board.

Section 6.09 A member of the Board of Directors may resign at any time by providing written notice to the President and Secretary-Editor/Executive Director, and such resignation shall be effective on the date provided in such written notice.

Section 6.10 The Board of Directors shall attend regular and called meetings, shall provide advice to the Officers as required, and shall vote on such business as shall come before them for a vote. Directors have an additional duty pertaining to a dissolution of the Society which is described in ARTICLE ELEVEN of the Articles of Incorporation for the Texas Folklore Society, February 12, 1968, as later amended or revised and recorded by the Texas Secretary of State.

Section 6.11 The Board of Directors may:

- (a) contract with an advisor who is an investment counselor or a trust company, bank, investment advisor, or investment manager; and (2) confer on that advisor the authority to: (A) purchase or otherwise acquire a stock, bond, security, or other investment on behalf of the Society; and (B) sell, transfer, or otherwise dispose of an asset or property of the Society at a time and for a consideration the advisor considers appropriate.
- (b) confer on an advisor described by Subsection (a) of this Section 6.11 other powers regarding the Society's investments as the Board considers appropriate; and (2) authorize

the advisor to hold title to an asset or property of the Society, in the advisor's own name or in the name of a nominee, for the benefit of the Society.

- (c) The Board of Directors is not liable for an action taken or not taken by an advisor under this Section 6.11 if the Board acted 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.

## **Article VII. Officers**

Section 7.01 *Officers, Election, and Term.* The Officers of the Society shall consist of the President, the Immediate Past President, Vice-President, Treasurer, Secretary-Editor/Executive Director and /Office Manager, collectively referred to as the Executive Committee. To be eligible to serve as an Officer one must be a member of the Society in good standing. Officers shall serve for a term of one year except as may be otherwise provided in Section 7.02 of the Bylaws. The President shall report to the Board of Directors, and except as otherwise provided in these Bylaws, the Immediate Past President, the Vice-President, the Treasurer, the Secretary-Editor/Executive Director, and Office Manager shall report to the President.

The 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.

Section 7.02 *Election of Officers and members of the Board of Directors.* The Nominating Committee will prepare a proposed slate of Board members and Officers and its report will be presented by the committee chair at the annual Board of Directors and Officers meeting. The Secretary-Editor/Executive Director, Office Manager, Treasurer, and any other Officers designated by the Board of Directors, shall be approved by a majority vote of the quorum present at said annual Board of Directors and Officers meeting. After approval by that body, the proposed slate of Board members and Officers will be presented to the general membership for their action and approval at the annual business meeting of the Society. At the annual business meeting of the Society, the Nominating Committee shall submit a written report of its nominees for President, Vice-President, all Officers and each of the Board of Directors vacancies, all of which shall be elected by the membership under the provisions of the Bylaws. Those elected at the annual meeting shall take office at the adjournment of the meeting at which they are elected. The Secretary-Editor/Executive Director, Office Manager, and the Treasurer may be removed by a majority vote of the total members of the Board of Directors at any regular or called meeting of the Board of Directors. The Secretary-Editor/Executive Director, Office Manager, and Treasurer may serve for more than one term in their respective offices, but in any event must each be re-elected every year by official Board action and membership vote at the annual meeting. In the event of cancellation of the annual meeting, the vote shall be cast electronically with the ballot being sent to members in good standing as defined herein.

Section 7.03 *Vacancies.*

- (a) Should the office of President for any reason become vacant, the 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 they would have served had the vacancy not occurred.

- (b) Should the office of 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 they will be included in the nominees to be voted upon at the business session. 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.

**Section 7.04** *Duties of President.*

- (a) The President shall serve as Chair of and preside at all meetings of the Board of Directors.
- (b) The President shall appoint all open seats in standing, advisory, and special Committees of the Society. At least one member of each standing Committee shall be a current member of the Board of Directors.
- (c) The President shall be an ex-officio member of all Committees. The President shall not vote on Board actions except in the case of ties.

**Section 7.05** *Duties of the Vice-President.* In the event of the absence of the President, the Vice-President shall assume the duties of the President and perform such assignments and duties that may be assigned to them by the President or the Board of Directors. The Vice-President shall serve as the Program Chair. Additionally, the Vice-President shall perform those assignments that may be given to them by the President or the Board of Directors.

**Section 7.06** *Duties of the Office Manager.* The Office Manager shall (a) serve as a non-voting, ex-officio member of the Finance, Banking, Development Committee, and the Executive Committee. (b) work with the Secretary-Editor/Executive Director and Treasurer in the preparation of periodic financial reports and proposed budgets, (c) work with the Treasurer to confirm and report to the President and Board of Directors that all necessary tax documents and accompanying addendums have been filed annually and on time with the IRS to ensure the continuation of the Society's 501 (c) 3 status, and (d) perform all other duties required of the Office Manager by the Board of Directors. Additionally, the Office Manager shall (a) keep the minutes of all meetings of the Board of Directors and all business actions taken by the membership at any special or annual meeting of the Society, (b) maintain a current version of the Bylaws and ensure that the current version is posted on the Society's website, (c) attest all documents executed by the Society when required, and (d) perform such other duties as may be assigned by the Board of Directors.

**Section 7.07** *Duties of the Treasurer.* The Treasurer shall serve as chair of the Finance, Banking, Development Committee and shall be an ex-officio, non-voting member of the Board of Directors. The Treasurer shall (a) be responsible for causing regular books of account to be kept by the Society, (b) communicate to the President and the Board of Directors at each Board meeting, and from time to time when requested, an account of the financial condition of the



Society, (c) deliver to the membership a report of the financial condition of the Society at each annual meeting, (d) work with the Secretary-Editor/Executive Director in the preparation of periodic financial reports and proposed budgets, (e) confirm and report to the President and Board of Directors that all necessary tax documents and accompanying addendums have been filed annually and on time with the IRS to ensure the continuation of the Society's 501 (c) 3 status, and (f) perform all other duties required of the Treasurer by the Board of Directors. The signature of the Treasurer or of one other Officer to be designated by the Board of Directors shall be required on all checks, documents of withdrawal or any expenditure in excess of an amount to be determined by a vote of the Board of Directors.

#### **Section 7.08 Executive Committee of the Board**

- (a) *Appointment.* There shall be an Executive Committee of the Board consisting of the President (Chair), Vice President, immediate past president, Secretary Editor/Executive Director, Office Manager, and Treasurer. The immediate past president, Secretary Editor/Executive Director, Office Manager, and Treasurer will serve as non-voting, ex-officio members.
- (b) *Vacancies.* Any vacancy of an Executive Committee member shall be filled by the President.
- (c) *Powers.* The Executive Committee shall have and may exercise all the powers of the Board in management of the business and affairs of the Society during intervals between meetings of the Board and shall report for ratification all actions of the Executive Committee at the next Board's meeting. The Executive Committee shall meet at the discretion of the Chair. The Executive Committee shall not have the power of the Board to incur debt, sell or disburse assets, elect Officers, or amend these bylaws.
- (d) *Quorum.* Three members of the Executive Committee, present and/or on conference call, or by electronic means described in Section 5.01, shall constitute a quorum for any meeting.
- (e) *Voting.* Three votes of the entire Executive Committee decide an issue.
- (f) *Performance Review.* The Executive Committee shall coordinate a performance review of the Secretary-Editor/Executive Director on a regular basis, to be determined by the Executive Committee.

**Section 7.09 Functional Titles.** Staff titles such as Secretary-Editor/Executive Director, Chief Operations Officer, Chief Financial Officer, Chief Information Officer, or other titles as may be deemed appropriate and necessary by the Board of Directors, may be used, but shall not be confused with the aforementioned Board leadership.

### **Article VIII. Meetings of the Board of Directors and Executive Committee**

**Section 8.01 Place, Notice, and Participation.** Meetings 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 a conference telephone or remote electronic communications system, including videoconferencing technology or the Internet (email), or any combination thereof, or one or more members of the Board 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 the telephone or other equipment or system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Section 8.02 *When present.* A person participating in a meeting, whether in person, by conference telephone, or remote communications 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.

Section 8.03 *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 8.01 hereof, the location of the meeting; or (B) if the meeting is held using a conference telephone or other communications system authorized by Section 8.01 hereof, or a member is entitled to participate using a conference telephone or other communication system authorized by Section 8.01, the conference telephone call-in number or other means of accessing the communications 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 Society; 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.

Section 8.04 *Decision making.* Any action required by these bylaws 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 a 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 or Executive Committee, as applicable, necessary to take that action at a meeting at which all of the members of the Board 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 or Executive Committee, as applicable, who did not consent in writing to the action. Notwithstanding the above, if any member of the Board or the Executive Committee, as applicable, requests that a decision be made at a called meeting, then the action cannot be taken without a meeting called as provided for in Section 8.01 and 8.03 hereof.

## **Article IX. Secretary-Editor/Executive Director**

Section 9.01 The choice of Secretary-Editor/Executive Director shall be agreed upon by the Board of Directors and the Host Institution and shall serve as the Chief Executive of the Society. The Secretary-Editor/Executive Director shall be responsible for all day-to-day operations of the Society, subject to the policies set by the Board of Directors. The Secretary-Editor/Executive Director shall be directly responsible to and report to the Board of Directors through the President. The Secretary-Editor/Executive Director shall be a non-voting, ex-officio member of the Board of Directors and of the Society's Financial, Banking, Development Committee.

Section 9.02 Memorandum of Understanding (MOU) with Host Institution: A MOU defines the relationship between the Society and its Host Institution. The MOU also describes the duties and monetary responsibilities for both the Society and Host Institution with regard to compensation for the Secretary-Editor/Executive Director and the Office Manager. The most recently executed MOU is hereby incorporated by reference into these bylaws. The MOU and any revisions shall be approved by the Board of Directors.

Section 9.03 Host Institution: The Host Institution may be a Texas university, non-profit institution, or any organization that has established a relationship with the Society that enables faculty, staff, and employees of the Host Institution to provide leadership and support to the Society as described in an MOU executed between the Society and the Host Institution.

Section 9.04 The duties of the Secretary-Editor/Executive Director shall include:

- (a) Responsibility for the compilation, editing and publication of the annual Society book or books;
- (b) Keep the seal of the Society;
- (c) Responsibility for all Society personnel;
- (d) Manage all business affairs of the Society under the guidance of the Executive Committee and Board of Directors;
- (e) Provide day-to-day management of the Society;
- (f) Development and oversight of the annual budget of the Society in consultation with the Board;
- (g) Supervision of and participation in all Society fundraising activities;
- (h) Oversight of publicity for Society activities and programs;
- (i) Represent the Society at public and governmental functions as needed;
- (j) Membership management, recruiting, retention, and outreach;
- (k) Communication with members, including via letter, email, newsletter, and social media;
- (l) Volunteer management, including communication, recruiting, and appreciation;

(m) Maintain the Society's 501(c)(3) status;

Section 9.05 In addition, the Secretary-Editor/Executive Director shall carry out special projects as assigned by the President, the Executive Committee, or by vote of the Board of Directors.

#### **Article X. Publications**

The Society shall undertake such publications as may be recommended by the Secretary-Editor/Executive Director and the Publications Committee.

#### **Article XI. Committees**

Section 11.01 Standing Committees of the Society shall be appointed by the Board, at their discretion, as follows, and ad hoc committees may be appointed as needed.

- (a) *Marketing, Membership and Communication Committee.* The number serving on the Marketing, Membership and Communication Committee shall be determined by the President and shall be appointed by the President for staggered three-year terms. The Chair shall be appointed by the President and shall be a member of the Board of Directors. This Committee shall have the responsibility of making recommendations to the Board of Directors with respect to the various categories of membership as may exist from time to time and of evaluating the effectiveness of membership benefit fulfillment, retention, and relations programs. The Committee shall actively collaborate with other Committees in furtherance of the Society's purposes.
- (b) *Nominating Committee.* The Nominating Committee shall be composed of a Chair, who shall be the outgoing President of the Society. Two additional members shall be appointed by the committee Chair; each member shall serve two years. The committee Chair shall name a replacement for one member each year. This Committee shall recommend to the Society membership nominees for the office of President, Vice-President, and members of the Board of Directors. The Chair of the Nominating Committee will confer with the Chairs of the Governance and Bylaws Committee on the proposed choices made by the Nominating Committee prior to the presentation of the list of nominees to 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 Committee's report shall be delivered to the President no later than five days before the next ensuing annual meeting, with a copy to the Board of Directors. The Chair or a member of the Committee designated by the Chair shall present the Committee's report at the annual Board meeting. After approval by that body, the proposed slate of Board members will be presented to the general membership for their action and approval at the annual business meeting.
- (c) *Financial, Banking, Development Committee.* The members of the Financial, Banking, Development Committee shall be appointed by the President for staggered three-year terms. The Treasurer shall serve as the chair of the Financial, Banking, Development Committee. This Committee shall take leadership in the banking, investing, expenses,

and fundraising work of the Society. This committee shall make such recommendations to the Board of Directors as it may deem appropriate.

- (d) *Bylaws Committee.* The President shall appoint the members of the Bylaws Committee for staggered three-year terms. Members of the committee are to be drawn from the Society's Board of Directors and/or Executive Committee. The chair of the Bylaws Committee is to be a voting member of the Society's Board of Directors and named by the President. The Committee shall word the bylaws to reflect the intent of the recommendations from the Board of Directors.
- (e) *Education Committee.* The Education Committee shall be appointed by the President for staggered three-year terms. The chair of the Education Committee is to be a voting member of the Society's Board of Directors and named by the President. The Committee shall develop and distribute folklore curriculum for use in schools. The committee shall make reports to the Board regarding its activities.
- (f) *Publications Committee.* The Publications Committee shall be comprised of the Executive Committee. The President shall be the Chair and may appoint other members as needed. The Publications Committee shall be responsible for recommending to the Board publication of books in consultation with the Secretary-Editor/Executive Director.
- (g) *Program Committee.* The Program Committee shall be chaired by the current Vice-President and be composed of the Secretary-Editor/Executive Director and one (1) Society member selected by the Chair. The Chair may select other members as needed to further its purpose. The purpose of this Committee is to solicit and select papers for the annual meeting. The Committee shall organize the papers into sessions and select session Chairs.
- (h) *Annual Meeting Committee.* The chair of this committee shall be appointed for a one-year term by the President of the Society. All other members of the committee shall be appointed annually by the President of the Society in relation to local connections regarding that year's annual meeting location. The Program Chair of that year's annual meeting shall serve as an ex-officio member of this committee. The committee shall plan and be responsible for advising on the activities, aside from the program, for the upcoming annual meeting of the Society.
- (i) *University Relations Committee.* The University Relations Committee shall be composed of the President, Vice-President and at least one Society member chosen by the President. The President shall chair the Committee. The purpose of the University Relations Committee is to further communications between the Host Institution and the Society.
- (j) *Strategic Planning Committee.* The President shall appoint the members of the Strategic Planning Committee for staggered three-year terms. Members of the committee are to be drawn from the Society's Board of Directors and/or Executive Committee. The Strategic Planning Committee is a standing committee established to develop and monitor the strategic planning process for the Society.

## **Article XII. Operating Policy**

The President shall make all appointments within two (2) months of the President's taking office. The President and Secretary-Editor/Executive Director shall publish a calendar, within the President's first two (2) months, of anticipated scheduling of all Committee meetings for the remainder of the President's term of office. The President and Secretary-Editor/Executive Director shall write and transmit letters of high expectation to new Board of Directors members, 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 Secretary-Editor/Executive Director shall report regularly to the President, to the Executive Committee, and to the Board of Directors and Committee chairs as appropriate.

## **Article XIII. Amendments**

Section 13.01 Amendments to the Bylaws shall be first approved by the Board of Directors and then be approved by a majority vote of all members in good standing present and voting during the business meeting at any annual meeting of the Society or by electronic ballot if held between annual meetings as detailed in section 5.01, provided that the notice of the proposed amendment shall be posted on the Society's website at least seven (7) days prior to the annual meeting of the Society.

Section 13.02 Primary and secondary amendments to each proposed bylaws amendment offered from the floor at the business meeting at the Society's annual meeting cannot exceed the scope of the initial proposed amendment posted on the Society's website prior to the annual meeting of the Society. Primary and secondary amendments may only be proposed by members in good standing of the Society.

Section 13.03 All proposed amendments to the bylaws must come from members in good standing and must be delivered to the President of the Society either directly or through an Officer of the Society or delivered to the chairperson of the Bylaws Committee. To receive full consideration by the Society's Board of Directors, the proposed bylaws revision must be provided to the President or Bylaws chairperson no later than fourteen (14) days prior to the regularly scheduled meeting of the Society's Board of Directors that predates the annual meeting of the Society. As part of the regular business of the Board of Directors, a member of the Society's Board may propose a bylaws revision as part of the business of any regularly scheduled Board meeting where a quorum of members of the Society's Board are present.

## **Article XIV. Fiscal Year**

The corporate and fiscal year of the Society shall be from January 1<sup>st</sup> to December 31<sup>st</sup>, beginning with January 1<sup>st</sup>, 1968.

## **Article XV. Bylaws History**

### **Section 15.01 Previously adopted bylaws**

- (a) The Texas Folklore Society Bylaws adopted April 13, 1968, at Alpine, John O. West,

President; Wilson M. Hudson, Secretary-Editor.

- (b) Revised, March 22, 2008, at Lubbock, Texas, Cynthia Savage, President; and Kenneth Untiedt, Secretary-Editor
- (c) Revised April 19, 2014, at Fort Worth, Texas, Carol Hanson, President; and Kenneth Untiedt, Secretary-Editor.
- (d) Major revision adopted July 1, 2021, Lori Najvar, President; and Frances Vick, Secretary-Editor.

**Article XVI. Adoption of Bylaws**

These Bylaws shall be effective upon the affirmative approval of a majority of the Board of Directors and by a majority vote of the current membership present and voting at an annual meeting of the Society.

Adopted March 30, 2024, by a majority vote of the members present at the annual business meeting of the Texas Folklore Society held in San Antonio, Texas.



March 30, 2024

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President of the Texas Folklore Society

Date