

Bylaws of
HUMANITIES TEXAS, INC

As Amended November 14, 2015

Adopted 1976

1410 Rio Grande Street
Austin, Texas 78701
Telephone: 512/440-1991
Facsimile: 512/440-0115
www.humanitiestexas.org

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BYLAWS OF HUMANITIES TEXAS

I. NAME

The name of the organization shall be Humanities Texas. The council is an integral part of the Federal-State Partnership of the National Endowment for the Humanities, is a member of the Federation of State Humanities Councils, and is supported by federal appropriations through grants from the National Endowment for the Humanities and by the State of Texas through grants from the Texas Education Agency and by contributions from independent sources.

II. MISSION AND POLICY

Humanities Texas, the state affiliate of the National Endowment for the Humanities, advances education in the humanities through programs that improve the quality of classroom teaching, support libraries and museums, and create opportunities for lifelong learning for all Texans.

Humanities Texas shall engage in a grant program that will provide funds for approved projects that carry out its mission as outlined above. Such projects shall be conducted by appropriate organizations and institutions within Texas. The council shall also sponsor projects and programs designed to achieve the council's mission. All programs shall be non-profit and comply with the provisions of Public Law 89-209 and subsequent federal legislation and the directives of the National Endowment for the Humanities.

Humanities Texas at all times shall remain exempt from taxation under the Internal Revenue Code of the United States. The council shall have no power to engage in, and is hereby prohibited from engaging in, any act, activity, or transaction, or any activities that would constitute a basis for denial, suspension, or revocation of exemption of the council from Federal Income Taxes by virtue of the express or implied prescriptions, limitations, or conditions of Sections 501, 503, and 504 of the United States Internal Revenue Code of 1986, as amended or any substitutionary provision of such Code or of any future Internal Revenue Law or act that may be similar or related to such sections or otherwise applicable to Humanities Texas.

III. GOVERNING BOARD

A. Board of Directors

The Board of Directors of Humanities Texas shall consist of no more than thirty-four (34) individual directors. One-half (1/2) of the Board of Directors will be selected from the academic community within the State of Texas and one-half (1/2) will be selected from the general public of the State of Texas. Of those individuals who, by reason of their achievement, scholarship, or creativity in the humanities, are especially qualified to serve, the Board of Directors, may elect active or retired teachers in the humanities and academic administrators. Of those persons from the general public, the Board of Directors may elect active or retired individuals drawn from

business, labor, agriculture, various professions, and civic and social action organizations. Due weight shall be given to consideration of sex, ethnic background, and geographical distribution in the election of Directors to assure a governing board that is representative of the State of Texas.

The Governor of the State of Texas may appoint individuals to serve on the Board of Directors, as provided by federal law. The terms of office of Governor-appointed Directors will be regulated by those provisions of State law governing gubernatorial appointments to state boards and commissions.

Humanities Texas will follow the adopted Conflict of Interest Policy that governs board and staff activity and that addresses issues common to grant-making organizations.

B. Nomination Process

The council's policy governing service on the Board of Directors will provide a rotation schedule allowing for both continuity and change. Persons elected shall serve a term of office of three (3) years and shall be eligible for re-election to a second term of three (3) years.

Any Director of Humanities Texas elected to the governing board of the Federation of State Humanities Councils or appointed to the President's Committee on the Arts and the Humanities will continue to serve on Humanities Texas for the duration of his or her term on the Federation Board or the President's Committee on the Arts and the Humanities. This provision will apply even if the total number of elected and appointed individuals to the council, exclusive of this director, stands at thirty-four (34).

C. Meetings

The Board of Directors shall meet no fewer than two (2) times each year and shall also meet at the call of the Chair or at the request of one-third (1/3) of the Directors. A majority of the Directors shall constitute a quorum. Between meetings the Board may also conduct official business through conference calls, regular mail, facsimile, or electronic mail. Any action will require a vote of the majority of the members of the Board.

Attendance at board meetings and participation in designated tasks are essential to the council's mission. Directors are expected to attend meetings regularly; Directors who are absent more than two (2) consecutive meetings without a satisfactory excuse will be asked to resign.

All meetings of the Board of Directors, except those meetings designated as Executive Sessions, shall be public meetings. A public meeting shall be defined as a meeting that any resident of the State of Texas is eligible to attend. Executive Sessions of the Board of Directors shall be restricted to Directors and authorized persons. Executive Sessions shall be defined as those meetings of the Board of Directors called for the purpose or purposes of acting on appointment, employment, or dismissal of an employee, officer, or director, and for the consideration of grant applications submitted to Humanities Texas. The Chair from time to time may designate authorized persons to attend Executive Sessions for the purpose of consultation with the Directors.

All information discussed in executive sessions is considered to be confidential unless otherwise delineated, in writing, by the Board of Directors. No Director or employee for Humanities Texas, Inc. shall reveal any discussions from executive session.

Interested residents of the State of Texas, except individuals with grant requests currently under review by Humanities Texas, may address the Board of Directors on matters pertaining to council business by forwarding to the office of the council a request to be placed on the agenda of the next regularly scheduled meeting of the Board. Such a request must be received three (3) weeks prior to the scheduled meeting.

Although Article 1396-2.25 of the Texas Non-Profit Corporation Act permits the council to pay compensation in a reasonable amount to its Directors and officers for services rendered, the Board believes that permitting compensation is inconsistent with the traditions of volunteerism that have characterized Humanities Texas since its inception. Therefore, the council may not pay compensation to Directors and officers for services rendered.

Annual Meeting. A fall meeting of the Board shall be held in each year for the transaction of business at such time and on such days as shall be designated by the Executive Committee.

Semi-Annual Meeting. A spring meeting of the Board shall be held in each year for the transaction of business at such time and on such days as shall be designated by the Executive Committee.

Special Meeting. Special meetings of the Board may be held at any time whenever called by the Chair of the Board, a Vice-Chair, or one-third (1/3) of the Directors.

Elections of New Board Members. Board members may be elected at any meeting of the Board of Directors.

Place. Meetings of the Board may be held at such places within or without the State of Texas as may be fixed by the Board for fall and spring meetings and in the notice of meeting for special meetings.

Notices. Written notice of all meetings of the Board shall be given at least five (5) days before the scheduled meeting. Notices shall be deemed to have been given by mail when deposited in the United States Mail, by telegram and cable at the time of filing, and by messenger at the time of the delivery; notices may be given by email or by facsimile if receipt is confirmed by the addressee. Notices by mail, telegram, cable, or messenger shall be sent to each Director at the address designated by him or her for that purpose, or, if none has been so designated, at his or her last known residence or business address. Oral or telephone notices of meetings shall not be permitted.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board.

Notice of a meeting of the Board need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, either prior to or at the commencement of such a meeting, the lack of notice to him or her.

Humanities Texas will also announce the time and places of all meetings of the Board of Directors by posting meeting agendas at the principal office of the council at least two (2) weeks prior to each scheduled meeting.

D. Reporting Procedures to the Chief Executive Officer of the State of Texas

Recognizing the need to keep the Chief Executive Officer of the State of Texas, as well as other appropriate officers and agencies of the State as determined by the council or at the request of the Chief Executive officer, informed of the work of the council, the Executive Director will submit on behalf of the Board of Directors the biennial *Report to the People of Texas* and other documents deemed to be of interest to the State, to the designated officers and agencies.

IV. OFFICERS

A. Election

Nominations for officers of Humanities Texas will be presented to the Board of Directors by the Nominations and Elections Committee. However, any Director may provide additional nominations. Four (4) officers shall be elected: a Chair, a Vice Chair, a Secretary, and a Treasurer, to serve one-year terms in the elected office, while being eligible for election to one (1) additional term of office. Officers shall be elected by voice vote or by secret ballot at the request of one (1) or more Directors. The election of officers shall take place at the last regularly scheduled meeting of the Board of Directors prior to the end of the calendar year.

In the event of an unexpected vacancy in the Executive Committee, replacement will be elected at the next regular or called meeting; in the interim the Chair may appoint a board member to serve until the next board meeting. In the event of the vacancy of the Chair, the Vice Chair will assume the Chair for the remainder of the term and appoint a Vice Chair to serve until the next regular or called meeting.

B. Duties

The Chair shall preside at all board meetings, be an ex-officio member of all Committees; and have the usual powers as pertain to the office. The Chair shall perform such duties as may be designated by the Board of Directors. Should the expiration of the term of office of the Chair coincide with the expiration of his or her term of office as a Director, the Board can, by majority vote, request that the outgoing Chair serve an additional year solely as a Director.

The Immediate Past Chair shall serve as a member of the Executive Committee and as Chair of the Nominations and Elections Committee.

The Vice Chair shall perform such duties as the Chair and the council may designate and, in the Chair's absence, shall possess all powers and perform all the duties of that office.

The Secretary shall be responsible for making sure that accurate minutes are kept of Board meetings and shall perform such other functions as may be incident to the office.

The Treasurer will provide oversight of the fiscal operations of the council and will provide information to the Board of Directors on the financial status of the council's operations and programs.

The Board shall appoint a salaried Executive Director who will serve at the pleasure of the Board. The Executive Director shall be the council's executive officer and shall carry out the policies of the council, shall have authority as delegated by the Board of Directors, and shall be responsible directly to the Board.

Section 11396-2.20 of the Texas Non-Profit Corporation Act provides that any two or more offices may be held by the same person, except the offices of President and Secretary, and also that the functions of any two or more officers may be performed by a single Committee, including the functions of both President and Secretary. It is the intention of the Board, however, that an individual shall hold dual offices and a Committee shall perform the functions of an officer only in circumstances where the normal structures of the Board have been disrupted (for example, due to illness, personal tragedy, resignation, and the like), and that such arrangements shall be temporary, holding only so long as the disruption continues for the individual or until the Nominations and Elections Committee can nominate a new officer and the full Board can confirm that nomination.

V. COMMITTEES

A. Standing Committees

1. Executive Committee

The Executive Committee will consist of the officers elected by the Board of Directors and also the Immediate Past Chair.

The Executive Committee, in consultation with the Board of Directors and the Executive Director, shall be charged with the development, implementation, and evaluation of the administrative and program policies of the council.

The Executive Committee shall take necessary action between meetings of the Board of Directors to insure proper operation of Humanities Texas.

2. Nominations and Elections Committee

The Chair shall appoint annually from the Board a Nominations and Elections Committee to recommend persons to fill vacancies on the Board of Directors and to nominate officers as terms of office expire. Nominations may be made from the floor by any Director.

The Nominations and Elections Committee will seek written solicitation of nominations, according to vacancies on the Board, from the state's cultural and education institutions, from

appropriate minority groups and organizations, from scholarly organizations, from civic organizations, from educational organizations, from business, labor, agriculture, varied professions, and from social action organizations. Also, appropriate announcements soliciting nominations from the public will be posted in the publications of Humanities Texas.

3. Other Standing Committees. The Board of Directors by resolution adopted by a majority of the Directors then in office, may designate from among the directors Standing Committees, each consisting of two (2) or more directors, each of whom, to the extent provided in the resolution designating such Committee, shall have such authority as may be delegated by the Board, except that no Committee shall have authority as to the following matters:

a. electing, appointing or removing members of the Board of Directors or of any Committee;

b. fixing compensation of the Directors for serving on the Board or on any Committee (note, that the Bylaws currently prohibit such compensation from being paid to Directors);

c. amending or repealing the Bylaws or Articles of Incorporation or adopting new Bylaws or Articles of Incorporation;

d. amending or repealing any resolution of the Board that by its terms cannot be amended or repealed except by the Board;

e. adopting a plan of merger or a plan of consolidation with other corporations;

f. authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the council;

g. authorizing the voluntary dissolution of the council or revoking proceedings for dissolution; and

h. adopting and confirming a plan for the distribution of the assets of the council.

The Board may designate one (1) or more Directors as alternate members of any Standing Committee who may replace any absent member or members at any meeting of such Committee.

B. Committees Other Than Standing

The Board, by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, may designate and appoint other Committees as needed. Except as otherwise provided in such resolution, the Chair of the council shall appoint the members of such committees. Such committees shall have only the powers specifically delegated to them by the Board and shall not have any power to exercise the authority of the Board in the management of the council. Any members thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the council shall be served by such removal. Membership on such Committees may, but need not be, limited to Directors, but there shall be at least two (2) Directors on each such Committee except for the Advisory Board.

Each Committee other than a standing Committee of the Board shall serve at the pleasure of the Board. The designation of any such Committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

C. Meetings of Committees

The Chair of each Committee may call meetings by telephone, electronic mail (email), or voice mail as the Chair of such Committee finds appropriate to the occasion. Further, as Committees only formulate policy for Board decisions, Committee meetings should generally be in modified Executive Session, closed to the public and open only to such staff members and Committee members as the Chair of such Committee or the Chair of the Board shall determine; provided, however, that a Director may attend any Committee meeting.

VI. AMENDMENTS

These bylaws may be amended by a majority vote of the Directors present at a meeting of the Board of Directors of Humanities Texas. Copies of proposed amendments must be mailed to all directors at least ten (10) days prior to the meeting of the Board of Directors.

Amended: 12/77, 9/78, 1/80, 8/81, 3/83, 11/83, 3/84, 11/86, 5/92, 5/93, 4/95, 11/95, 5/98, 9/02, 11/02, 10/05,4/06, 1/15, 11/15