# Texas Jewish Historical Society

# Bylaws

*(Amended October 8, 2026)*

## *Article I.*
## NAME

The name of the Society shall be "The Texas Jewish Historical Society." Hereafter in these Bylaws, "Society" will be used as the shortened version to indicate the name.

## *Article II.*
## PURPOSE

The purposes shall be:

A. To collect, preserve, publish, and disseminate materials having reference to the settlement and history of Jews in Texas and their participation in its social, economic, religious, political, professional, and cultural growth.

B. This organization is formed exclusively for literary and educational purposes as limited and defined under section 501(c)(3) of the Internal Revenue Code.

## *Article III.*
## MEMBERSHIP

Any individual or organization may become a member of the Society by paying dues at a stipulated rate per membership classification.

A. Membership classifications shall be determined by the Board of Trustees.

B. Dues for each membership classification and the duration of paid memberships shall be determined by the Board of Trustees.

## *Article IV.*
## OFFICERS AND TRUSTEES

A. Officers of the Society shall be:

(a) President — The duties of the President shall be to preside at all meetings of the membership, the Executive Council, and Board of Trustees, and to fix the time and place for holding all meetings, to appoint committees, to authorize all disbursements, and to have general supervision of the Society. The President shall be an ex-officio member of all committees.

(b) Two (2) Vice Presidents -- The First Vice President shall serve as President-elect and shall assume the office of President upon the conclusion of the term of the existing President or of the inability of the existing President to perform the duties of office. The duties of the First and Second Vice Presidents shall be those assigned by the President.

(c) Recording Secretary — The duties of the Recording Secretary shall be to verify if a quorum is present at meetings, maintain the records of the Society, and all such other duties as usually pertain to this office, and will perform the duties as outlined in the job description provided by the President.

(d) Corresponding Secretary — The Corresponding Secretary shall carry on correspondence for the Society and all other such duties as usually pertain to this office and will perform the duties as outlined in the job description provided by the President.

(e) Treasurer — The duties of the Treasurer shall be to maintain accurate records of the financial affairs of the Society, collect dues, take charge of all funds, make authorized disbursements, and to carry out all other duties usual to this office. The Treasurer shall render an annual accounting of the financial affairs of the Society at the last meeting of each fiscal year and such other interim reports as required. The Treasurer will perform the duties as outlined in the job description provided by the President.

(f) Historian/Archivist — The duties of the Historian/Archivist shall be to collect and deposit in safe quarters all documents, books, letters and/or other graphic material as may constitute the sources of future historical research in the History of Texas Jewry and of the Society. Duties will also include to collect and collate data concerning the history of the Society, including information from programs presented. The Historian-Archivist will perform the duties as outlined in the job description provided by the President.

(g) Parliamentarian — Shall perform the usual duties of this office. All meetings of the Society shall be conducted in accordance with Robert's Rules of Order. The Parliamentarian will perform the duties as outlined in the job description provided by the President.

B. Board of Trustees

(a) Number — The members of the Board of Trustees shall consist of the Officers as set forth above, all living Past Presidents of the Society, and twenty (20) members of the Society.

(b) Election Term — One half, or ten (10) of the members of the Board of Trustees elected by the Society shall be elected each year to serve a term of two (2) years, or until their respective successors shall be duly elected and qualified; provided, however, that if the membership of the Board of Trustees is enlarged a greater number may be elected, one or more for a one-year term. A non-Officer member of the Board of Trustees who has served one term may be reelected for another term, but no non-Officer member of the Board of Trustees who has served two (2) terms in succession shall be eligible for reelection until one year has elapsed from the expiration of their last term.

(c) Power and Duties — The Board of Trustees shall have all power and authority expressly granted to it by these Bylaws; and in addition, shall have the entire charge, control, and management of the affairs, business, assets, funds, records, and properties of the Society, and shall be authorized to take all action that in its judgment will best promote the welfare of the Society. It shall establish and act on all matters of policy, pending the next annual gathering of the Society; and shall perform such other duties as the membership of the Society, in annual or special meeting, may from time to time prescribe.

(d) Meetings — The Board of Trustees shall hold regular quarterly meetings (in-person, electronic videoconference, or combination of both). The Summer Board Meeting shall include an orientation session for new Board members. The Board may also meet at any time at the call of the President, upon seven (7) days' notice. Fifteen (15) members of the Board of Trustees shall constitute a quorum. All Board members attending via electronic video conference shall be counted in the quorum. Any number of Trustees less than a quorum may continue, adjourn, or postpone a meeting from time to time until a quorum shall be present. The President shall call a meeting of the Board of Trustees upon the written request of at least five (5) members of the Board of Trustees stating

the purpose of the proposed meeting. Meetings of the Board may be attended by its members and other persons expressly invited to attend by the President; but the President may designate any meeting, or portion thereof, a "closed meeting," which only Trustees shall attend, for the purpose of conducting business dealing with budget. personnel, salaries, and other matters. Members of the Board of Trustees are expected to attend Board meetings and should inform President of unforeseen inability to attend a meeting.

(e) Specific Powers — The affairs of the Society shall be governed by its Board of Trustees.

(f) Informal Action by Trustees — Any action that could be taken at a meeting of the Board of Trustees may, for good cause shown, be taken by means of telecommunication, including but not limited to conference calls and email, provided notice is given and a quorum of the Board participates. Any action taken, and a roll of the participants, shall be reflected in the written minutes of the Society.

C. Executive Council

(a) There shall be an Executive Council comprised of all duly elected officers and all Past Presidents of the Society. Only the last three (3) Past Presidents shall be counted toward a quorum.

(b) Six (6) members shall constitute a quorum for meetings of the Executive Council.

(c) Powers and Duties: The Executive Council shall act in an advisory capacity to the President and the Board of Trustees. It shall act in matters expressly delegated to it by the Board of Trustees, and to have the power to act for the Board of Trustees in extreme emergency as determined by a roll call vote of a quorum of the members of the Executive Council when it is impossible for a meeting of the Board of Trustees to be convened or to obtain a quorum at such meeting. No policy shall be initiated by the Executive Council except as a proposal recommended for action by the Board of Trustees.

## *Article V.*
## ELECTION OF OFFICERS AND TRUSTEES

A. By the Fall Board Meeting of each year, the President shall appoint a Nominating Committee, chaired by the immediate past president, if willing to serve, and up to four (4) other members. These shall include a former Society President, a member from the Board of Trustees, and a member from the General Membership. The current President shall be an ex-officio member of the Committee.

B. The Nominating Committee shall present its report, with slates of candidates for Officers and Trustees, to the President no later than the Winter Board Meeting of the following year. All persons nominated for a Trusteeship or office must be a member in good standing of the Society, with fully paid-up dues. The President shall send the Nominating Committee report to the full membership, via electronic mail, and an announcement of an election by electronic ballot, to be held no later than 21 days prior to the next scheduled Annual Gathering of the Society.

C. Elected Officers and members of the Board of Trustees shall be installed during the Annual Gathering of the Society.

D. Terms of Office.

(a) The term of office of Officers and members of the Board of Trustees shall begin immediately after installation at the Annual Gathering. An Officer or member of the Board of Trustees appointed to occupy the term of a person who is unable to serve shall serve until the end of the term of that office.

(b) Board Members. A person may serve two (2) consecutive terms as an elected Trustee. A person may serve additional terms subject to the limitations of these Bylaws after an interim of at least one (1) year.

(c) Elected Officers and Board Trustees. The term of office of elected Officers and members of the Board of Trustees is two (2) years.

(d) President. Except as otherwise described in these Bylaws, a person elected as President may serve a single term and may not reoccupy the office of President until the expiration of two (2) years from the conclusion of the President's elected term.

(e) The elected offices of Archivist/Historian and Treasurer have no term limits.

E. Inability to Complete an Elected Term.

(a) President. If the President is unable to complete the term of office, then the First Vice President will complete the President's term of office and then serve as President.

(b) Officers (other than President) and members of the Board of Trustees. If an Officer other than President is unable to complete the term of office, then the President will appoint a person to serve for the remaining term of office.

## *Article VI.*
## SOCIETY MANAGEMENT

The President may appoint program managers and committee chairs and members as may be deemed necessary for the management of Society administration, programs, and projects.

## Article VII.
## MEETINGS OF THE SOCIETY MEMBERSHIP

A. There shall be an Annual Gathering of the Society membership in the Spring of each year.

B. The agenda of the Annual Gathering will include the President's presentation of the State of the Society, the installation of newly elected Officers and members of the Board of Trustees, the presentation of awards, and educational and historical programs.

C. A "Report of the Proceedings of the Annual Gathering" shall be distributed to the full membership within a month of the conclusion of the Annual Gathering.

D. No two (2) consecutive in-person Annual Gatherings may be held in the same city.

E. The President need not convene a meeting of the Board as part of an Annual Gathering.

## *Article VIII.*
## INDEMNITY

A. The Society shall indemnify the Trustees of the Society to the fullest extent permitted by law, including but not limited to Article 1396-2.22A of the Texas Non-Profit Corporation Act and the Internal Revenue Code of 1986, including Chapter 42 thereof, and their respective successor statutes.

B. The Society may, to the extent the Board of Trustees may deem advisable, indemnify Officers of the

Society, or any persons having powers or responsibilities similar to those of Officers, to the fullest extent permitted by law.

C. The Society may, to the extent the Board of Trustees may deem advisable, purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Trustee, officer, employee, or agent of another Society or other enterprises against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, to the fullest permitted by law.

## *Article IX.*
## CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

A. Contracts: The Board of Trustees may authorize any Officer or Officers, agent or agents of the Society, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

B. Checks, Drafts, and Payments: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society, shall be signed by such Officer or Officers, agent or agents of the Society and in such a manner as shall from time to time be determined by resolutions of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Society. The President is allowed to authorize an expenditure of up to $500 without Board approval when it is not feasible to obtain Board approval in a timely manner and he/she deems the funding necessary.

C. Deposits: All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Trustees may select.

D. Gifts: The Board of Trustees may accept on behalf of the Society any contribution, gift, or devise of the general purposes or for any special purpose of the Society consistent with its general purposes.

## *Article X.*
## OPERATIONS OF THE SOCIETY IN FURTHERANCE OF EXEMPT PURPOSES

Notwithstanding anything to the contrary elsewhere set forth in these Bylaws, the Society shall be organized and operated to carry out its exempt purposes in a manner consistent with Section 501 (c) (3) of the Internal Revenue Code of 1986 and appropriate regulations thereunder.

## *Article XI.*
## BOOKS AND RECORDS

A. The Society shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Trustees and the committees having any of the authority of the Board of Trustees. All books and records of the Society may be inspected by any general member, Officer, Trustee, or his or her agent or attorney, for any proper purpose at any reasonable time.

B. Fiscal Year: The fiscal year of the Society shall end each December 31.

## *Article XII.*
## WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the laws of the State of Texas or under the provisions of the Article of Incorporation or the Bylaws of the Society, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## *Article XIII.*
## DISSOLUTION

In the event of the dissolution of the Texas Jewish Historical Society, after payment of all obligations, the remaining assets will be given to the Dolph Briscoe Center for American History, The University of Texas at Austin, for use in the maintenance and support of the Texas Jewish Historical Society Collection; provided further that any artifacts of collections not accepted by the above beneficiaries shall be given to the Museum of the Southern Jewish Experience in New Orleans, Louisiana.

## *Article XIV.*
## AMENDMENTS

A. Any member(s) in good standing may propose amendment(s) by writing to the President, setting out the rationale of such amendment(s), to be considered by a Society Bylaws Committee.

B. The President may appoint an ad hoc Bylaws Committee to review and recommend amendments to Articles of the Bylaws. The Committee, comprised of at least 6 people, including two (2) past presidents, two (2) elected members of the Board of Trustees, and (2) general members, will draft recommendations and proposed amendments.

C. The President will give the general membership at least three weeks of notice before a general membership vote is held on each proposed amendment. The notice will include the language of the existing Bylaws and of the proposed changes to the Bylaws.

D. The full general membership may vote on proposed amendments to the Bylaws by electronic ballot. Adoption of amendments to the Bylaws will be by a two-thirds (⅔) affirmative vote of the total votes received.

E. The recording secretary shall certify the outcome of the election, and a copy of the amended Bylaws shall be published on the Society website.