

BY-LAWS  
OF THE  
SOUTHWESTERN POLITICAL SCIENCE ASSOCIATION

a Texas Non-Profit Corporation  
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ARTICLE ONE - OFFICES AND AGENT

Section 1.01. The principal office of the Corporation in the State of Texas shall be located in the City of College Station, County of Brazos. The Corporation may have such other offices, either within or without the State of Texas, as the Executive Council may determine or as the affairs of the Corporation may require from time to time.

Section 1.02. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Executive Council.

ARTICLE TWO - NAME AND PURPOSES

Section 2.01. The name of this corporation shall be the Southwestern Political Science Association.

Section 2.02. The purpose of this Association shall be to promote the study and teaching of political science, to foster research in theoretical and practical political problems, to establish closer relations between teachers, administrators and civic leaders. The Association may engage in any activities which further its purpose.

No part of the net earnings of the Association shall inure to the benefit of any officer of the Association, Councilor of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no Councilor or officer of the Association, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these By-Laws, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### ARTICLE THREE - MEMBERS

Section 3.01. This Association is an affiliate of the Southwestern Social Science Association, and its members participate in the affairs of the above Association; provided, however, that officers of one Association shall not serve double as officers of the other Association. Members of the Political Science Section of the Southwestern Social Science Association shall be ipso facto members of this Association. The interrelationship of membership dues in the dual situation shall be determined by the Executive Council of the Southwestern Political Science Association.

### ARTICLE FOUR - OFFICERS AND EXECUTIVE COUNCIL

Section 4.01. The officers of the Association shall consist of a President, a President -elect, a Vice-President, a Vice-President-elect, a Secretary-Treasurer, and eight Councilors. Officers and Councilors need not be residents of Texas.

Section 4.02. The five Officers and eight Councilors shall constitute the Executive Council of the Association.

Section 4.03. There shall be an annual meeting of the Executive Council.

Section 4.04. The annual meeting of the Executive Council shall be held in conjunction with the annual meeting of the Association.

Section 4.05. Members of the Executive Council or members of any committee designated by the Executive Council may participate in and hold a meeting of that Council or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

Section 4.06. Special meetings of the Executive Council may be called by or at the request of the President, or any two Council members. The person or persons authorized to call special meetings of the Council may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Council called by them.

Section 4.07. Notice of any special meeting of the Executive Council shall be given at least one (1) day previously thereto by oral or written notice delivered personally or sent by mail, electronic mail, telegram, facsimile or messenger to each Councilor at his or her address as shown by the records of the Association. Any Councilor may waive notice of any meeting. The attendance of a Councilor at any meeting shall constitute a waiver of notice of such meeting, except when a Councilor attends a meeting for the express purpose of objecting to the transaction of any business

because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 4.08. A majority of the Executive Council, but never less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Council; but if less than a quorum of the Council is present at said meeting, a majority of the Councilors present may adjourn the meeting from time to time without further notice.

Section 4.09. Officers and Councilors as such shall not receive any stated salaries for their services, but by resolution of the Executive Council, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Council; but nothing herein contained shall be construed to preclude any Officer or Councilor from serving the Association in any other capacity and receiving compensation therefor.

Section 4.10. The Association may indemnify and advance reasonable expenses to Officers, Councilors, employees and agents of the Association to the fullest extent required or permitted by Article 2.22A of the Texas Non-Profit Corporation Act, subject to the restrictions, if any, contained in the Association's Articles of Incorporation. The Association shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act.

#### ARTICLE FIVE – ELECTIONS OF OFFICERS AND COUNCIL

Section 5.01. Following the first election in which all officers are chosen, the President-elect and Vice-President-elect shall be elected at the annual business meeting of the Association. The President, President-elect and Vice-President, and Vice-President-elect shall serve for one year or until their successors have been qualified. The year succeeding their election, the President-elect shall serve as President, and the Vice-President-elect shall serve as Vice President, for a term of one year. The President-elect shall preside at meetings of the Executive Council and annual meeting in the absence of the President. The Secretary-Treasurer shall be elected at the annual business meeting every other year and shall serve for two years or until his or her successor has been qualified.

Section 5.02. Six Councilors shall be elected for a term of two years provided at the first election held three councilors shall be elected for a term of one year. Thereafter, three Councilors shall be elected annually for two-year terms.

Section 5.03. The seventh and eight Councilors shall be, respectively, the immediate past President and immediate past Vice-President of the Association, who shall each serve for a term of one year.

Section 5.04. Elections shall be held at the annual business meeting of the Association, in a manner prescribed by the Executive Council, provided there shall be an opportunity at such elections for nominations from the floor before the final election.

## ARTICLE SIX – POWERS AND DUTIES OF OFFICERS AND EXECUTIVE COUNCIL

Section 6.01. The President of the Association shall preside at all business meetings of the Association and of the Executive Council. Except as otherwise provided, the President shall appoint all committees of the Association and shall perform other duties as the nature of the office requires.

Section 6.02. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President.

Section 6.03. The Vice-President shall appoint a Program Committee for the annual meeting and shall serve as its chair.

Section 6.04. The Secretary-Treasurer shall keep the minutes of the meetings of the Executive Council and of the Association; give all notices in accordance with the provisions of these By-Laws or as required by law; shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; he or she shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Association, all of which books shall be open at all times to the inspection of the Executive Council; he or she shall also submit a report of the accounts and financial condition of the Association at each annual meeting of the Executive Council and annual business meeting of the Association; and in general perform all the duties incident to the office of Secretary- Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Executive Council.

Section 6.05. The Vice-President Elect shall begin program planning prior to the assumption of the Vice-Presidency.

Section 6.06. The Executive Council shall have charge of the general activities of the Association, including the establishment of committees; receive gifts and bequests; authorize the expenditure of money; audit the annual report of the Secretary-Treasurer; decide upon the time and place of its annual meetings; fill all vacancies in any office, including its own membership, until the next annual meeting of the Association; propose amendments to the By-Laws; and make decisions and recommendations in respect to any other business of the Association which may arise, including decisions on possible interim meetings.

Section 6.07. The act of a majority of the Officers and Councilors present at a meeting at which a quorum is present shall be the act of the Executive Council, unless the act of a greater number is required by law or by these By-Laws.

Section 6.08. Any action required by law to be taken at a meeting of the Executive Council, or any action which may be taken at a meeting of the Executive Council, may be taken without a meeting if all members of the Executive Council are notified of intent to take such action and if a

consent in writing setting forth the action so taken shall be signed by a sufficient number of Officers and Councilors as would be necessary to take that action at a meeting at which all the Officers and Councilors were present and voted. Each such written consent shall be delivered, by hand or certified or registered mail, return receipt requested, to the Secretary -Treasurer or other officer or agent of the Association having custody of the Association's minute book. A written consent signed by less than the required number of Executive Council members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Association in the manner required by this Article, a consent or consents signed by the required number of Officers and Councilors is delivered to the Association as provided in this Article. For purposes of this Article, a telegram, telex, cablegram, electronic mail or similar transmission by an Officer or Councilor or a photographic, photostatic, facsimile or similar reproduction of a writing signed by an Officer or Councilor shall be regarded as signed by the Officer or Councilor.

#### ARTICLE SEVEN – PROGRAM

Section 7.01. The Program of the Association shall include opportunity for presentation of papers and scholarly discussion of matters pertinent to the field of political science and the development of additional features consistent with the purpose of the organization.

#### ARTICLE EIGHT -- ANNUAL MEETING

Section 8.01. There shall be an annual meeting of the Association.

Section 8.02. The annual meeting of the Association shall be held at the same time and place as that of the Southwestern Social Science Association until a majority of the membership authorizes the Executive Council to change the meeting time and place.

Section 8.03. An annual business meeting of the Association shall be held in conjunction with the annual meeting of the Association. The date, time and place of the business meeting will be announced in the formal program for the annual meeting. A quorum shall be thirty-five (35) members or five (5) percent of the membership, whichever shall be larger. All decisions shall be by majority of those present and voting unless specifically provided for in these By-Laws. There shall be no voting by proxy.

#### ARTICLE NINE -- MEMBERSHIP DUES

Section 9.01. Annual membership dues in addition to those set by the Southwestern Social Science Association may be set by the Executive Council subject to approval of the majority of those members present and voting at the annual business meeting.

Section 9.02. Categories of membership established by the Southwestern Social Science Association shall be reviewed from time to time by the Executive Council of the Southwestern Political Science Association, and additional categories of membership may be established by the

Executive Council.

#### ARTICLE TEN - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 10.01. The Executive Council may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 10.02. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Council. In the absence of such determination by the Executive Council, such instruments shall be signed by the Secretary-Treasurer.

Section 10.03. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Executive Council may select.

Section 10.04. The Executive Council may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

#### ARTICLE ELEVEN - BOOKS AND RECORDS

Section 11.01. The Association shall keep correct and complete books and records of account of the activities and transactions of the Association including, a minute book which shall contain a copy of the Association's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (For example, Form 990 and all schedules thereto), and a copy of the Articles of Incorporation, By-Laws, and Amendments. The Association shall also keep minutes of the proceedings of its annual business meeting and of its Executive Council, and any committees having the authority of the Executive Council. All books and records of the Association may be inspected by any Councilor or Member or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990. All financial records of the Association shall be available to the public for inspection and copying to the fullest extent required by law.

#### ARTICLE TWELVE - FISCAL YEAR

Section 12.01. The fiscal year of the Association shall be as determined by the Executive Council.

#### ARTICLE THIRTEEN - WAIVER OF NOTICE

Section 13.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FOURTEEN -- AMENDMENTS TO BY-LAWS

Section 14.01. The By-Laws may be amended at any annual business meeting of the Association.

Section 14.02. Proposal for amendment may be submitted by the Executive Council or upon petition signed by not less than twelve (12) members.

Section 14.03. Proposed amendments shall become effective as parts of the By-Laws immediately after approval by a two-thirds majority of the members present and voting at the annual business meeting. There shall be no voting by proxy.

ARTICLE FIFTEEN - AMENDMENTS TO ARTICLES

Section 15.01. The Articles of Incorporation of the Association may, to the extent allowed by law, be altered, amended, or restated and new Articles of Incorporation may be adopted by a two-thirds majority of the Executive Council present at any regular meeting or at any special meeting, if at least one day's written notice is given to all members of the Executive Council of an intention to alter, amend, or restate the Articles of Incorporation or to adopt new Articles of Incorporation at such meeting.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By-Laws of the Southwestern Political Science Association, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this \_\_\_\_\_ day \_\_\_\_\_, 1998.

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Harold F. Bass, Jr.  
Secretary-Treasurer