

**Bylaws**  
**of the**  
**Southwestern Social Science Association**

**ARTICLE I GENERAL:**

Unless the context clearly requires otherwise, in these Bylaws:

- 1.1 “Association” means Southwestern Social Science Association.
- 1.2 “Bylaws” means these Bylaws as adopted by the Council and includes all amendments thereto subsequently adopted by the Members.
- 1.3 “Certificate of Incorporation” means the Certificate of Incorporation of the Association as filed with the Secretary of State of the State of Oklahoma and includes all amendments thereto adopted by the Members and subsequently filed with the Secretary of State.
- 1.4 “Council” means the Board of Directors of the Association.
- 1.5 “Council Member” means a member of the Council (Board of Directors) of the Association.
- 1.6 "Executive Committee" means the committee composed of officers of the Association, authorized to act on behalf of the Association between annual meetings
- 1.7 “Affiliate” means an organization focused on a specific social science that has been certified by the Council as meeting the definition under Article V and invited by majority vote of the Council to join the Association.
- 1.8 “Affiliate Representative” means a member of the Council of the Association selected by an Affiliate as determined by the Affiliate.
- 1.9 “Officer” means those elected by either the Members or the Council and refers to the person or persons who at any given time perform the duties of that particular office for the Association.
- 1.10 "Member" means a voting member of the association and includes Professional, Family, Student, or Retired Members as defined in Article IV

**ARTICLE II GENERAL:**

- 2.1 Name. The name of the corporation is Southwestern Social Science Association.

- 2.2 Purpose. The purpose of the association is to promote, cultivate, and integrate the social sciences through research, publications, presentations, annual meetings, and the dissemination of findings, information, and opinion.
- 2.3 Tax Exempt Status. The Association shall operate as an entity described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Association may do all things and perform all acts permitted by a not for profit corporation under the laws of Oklahoma in furtherance of the above purposes within the requirements set forth in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **ARTICLE III LOCATION:**

- 3.1 Principal Office. The Association shall locate its Principal Office within the United States. The Association may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.
- 3.2 Registered Office. The registered office of the Association will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.
- 3.3 Other Offices. The Association may have offices within the United States at such other places as the Council may designate from time to time as the business of the Association may require.

### **ARTICLE IV MEMBERSHIP:**

- 4.1 Voting Membership Classifications: There shall be four (4) classes of Voting Membership entitled to voting rights which shall consist only of the following:
- a) Professional Membership: Any person interested in the purpose of the Association is eligible for Professional Membership.
  - b) Family Membership: Spouses and domestic partners of current members interested in the purpose of the Association are eligible for membership. Each

individual will be a member of the Association and can claim Affiliate Membership.

- c) Student Membership: Any person who is interested in the purpose of the Association and who is enrolled as a student in an institution of higher education is eligible for Student Membership.
- d) Retired Membership: Any person who is interested in the purpose of the Association and who is retired is eligible for Retired Membership.

Professional, Family, Student, and Retired Members shall hereinafter be referred to as “the Members” and shall have voting rights as Members.

- 4.2 Non-Voting Membership. Non-voting membership classifications, including but not limited to Library Members and Institutional Members, shall be determined by the Membership and such individuals shall be subject to any and all requirements set forth by the Council either in these Bylaws or through policies. Nonmember registrants at the current annual meeting may be counted for purposes of establishing affiliate representation as set forth below in Section 5.2 but shall not have voting rights as a member.
- 4.3 Voting Rights. Each Member shall have one vote. Only current dues paying Members which are specified in Article 4.1, shall be entitled to voting rights and/or benefits provided for in these Bylaws. Therefore, for the purposes of these Bylaws, “Membership” and/or “Members” refer only to the Professional, Family, Student, and Retired Members and not to any non-voting membership classifications. Proxies may not be used.
- 4.4 Membership Term. The Membership Term shall be the same as the Calendar Year. Membership is not transferrable or assignable.
- 4.5 Quorum. A quorum of the Members, as defined in Article 4.1, at meetings of the Membership shall consist of the Members present and voting but shall in no circumstance be less than five (5) Members. Members must be present in person to be counted for quorum. Should the Members fail to meet at least one (1) time in any given year, the Council may act on behalf of the Membership and be entitled to all rights provided to the Members under these Bylaws. All business brought before the

Membership shall be conducted by a quorum and a majority vote of the Members shall determine all matters, including elections, brought before the Membership.

However, the following actions must be approved by the Members by two-thirds (2/3) of the votes cast:

- a) Dissolution.
- b) Merger.
- c) Sale of assets other than in the regular course of activities.
- d) Bylaws amendments and/or changes.
- e) Certificate of Incorporation amendments and/or changes other than the registered service agent and address.

4.6 Meetings. The Annual Meeting and any Special Meetings of the Membership shall be held as determined by the Council. In addition, Special Meetings may be called by written petition of any five (5) Members or by the President. The President of the Association shall preside over meetings of the Membership unless determined otherwise by a vote of the Members.

4.7 Notice of Meetings. Notice of the Annual Meetings shall be sent and/or provided to the Members not less than ninety (90) days prior to the holding of the meeting. Notice of special meetings shall be sent and/or provided to Members not less than fourteen (14) hours prior to the holding of the meeting. All business brought before the Members at the Annual Meeting may be acted upon at any regular meeting. However, only business set forth in the agenda provided with the notice of the special meeting may be acted upon by the Members. If a Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

4.8 Member Duties. Duties of the Members are as follows:

- a) Maintain current dues to be entitled to voting rights.
- b) Elect the Vice-President of the Association.
- c) Vote on issues provided for in Article 4.5.
- d) Abide by the Bylaws and policies of the Association.
- e) Abide by the laws affecting the Association.

All other corporate powers necessary and incidental to taking action and conducting business of the Association shall be exercised by or under the authority of the Council or the Executive Committee.

- 4.9 Termination of Membership. Any Member may voluntarily terminate his/her Membership of the Association at any time. Any Member may be terminated with or without cause by a two-thirds (2/3) majority vote of a quorum of the Council Members at any meeting of the Council. However, the Membership may reinstate a Member by a two-thirds (2/3) majority vote of a quorum of the Members at any Annual Meeting.
- 4.10 Dues and Terms of Membership. Membership dues and terms for both voting and non-voting membership shall be established by the Council. Dues shall be for a calendar year.
- 4.11 Membership List. No Member or individual shall use the membership list of the Association without prior approval of the Council or the Executive Committee.
- 4.12 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of Robert's Rules of Order unless determined otherwise by the Association's written policy or laws of Oklahoma.

## **ARTICLE V AFFILIATES:**

- 5.1 Classifications: The Council shall provide for the growth of the Association by working closely with the affiliates now in existence and by creating such new affiliates as it deems desirable. The creation of new affiliates shall be initiated by a petition of not less than fifty (50) individuals who shall have indicated in writing their intention to become members of the new affiliate.
- 5.2 Representation on the Council: Affiliate membership shall consist of the sum of (a) the members and (b) nonmember registrants at the current or otherwise most recent annual meeting. The Treasurer shall propose and the Council shall certify affiliate membership. Affiliates of the Association shall be represented on the Council in accordance with the following:

- a) Affiliates which have two hundred (200) or more members and nonmember registrants shall have two Affiliate Representatives with voting rights on the Council.
- b) Affiliates which have at least fifty (50) but not more than one hundred ninety nine (199) members and nonmember registrants shall have one Affiliate Representatives with voting rights on the Council.
- c) Affiliates which have fewer than fifty (50) members and nonmember registrants shall not be entitled to voting representation on the Council, but their meetings and program sessions may be included in the Association's annual program and an affiliate representative may attend the meetings of the Council.

5.3 Changes in Affiliate Representation: When the membership of an affiliate falls below the number prescribed above for two consecutive years, the President of the Association shall notify the affiliate of the changes in its representation on the Council. This notification must be made at least thirty (30) days before the annual meeting. When the membership of an affiliate increases to a point that they are eligible for voting representation or additional voting representation on the Council, the President of the Association shall notify the affiliate of the changes in its representation at least thirty (30) days before the annual meeting.

## **ARTICLE VI COUNCIL:**

- 6.1 Number. The Council, which is the acting Board of Directors of the Association, will consist of the Officers and the Affiliate Representatives. The Council will have not less than nine (9) and not more than thirty (30) voting Council Members. The number of Council Members may increase or decrease in accordance with number of Affiliate Representatives entitled to vote. The number of Officers may only be increased by a vote of the Membership as set forth in Article IV.
- 6.2 Duties. The Council shall have all powers and authority which may be granted to a board of directors of a corporation under the laws of Oklahoma except for those reserved for the Executive Committee elsewhere in these Bylaws, and for Members in Article 4.5 and 4.8. The duties of the Council Members include the following:

- a) Exercise a duty of obedience to the Association's central purpose in guiding all decisions;
- b) Exercise due care and act in good faith in all dealings and interests with the Association;
- c) Exercise a duty of loyalty to the Association by avoiding and/or managing conflicts of interest;
- d) Periodically review these Bylaws and make recommendations to the Membership concerning any amendments and/or changes;
- e) Develop and periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws;
- f) Maintain a board manual containing approved policies and contemporaneous minutes and records of all meetings;
- g) Ensure the Association is adequately funded;
- h) Submit an annual financial report to the Membership;
- i) Approve the annual budget and oversee the financial administration of the Association;
- j) Ensure the appropriate Form 990 is submitted to the IRS;
- k) Review and approve all contractual agreements or authorize the Executive Committee or a Council Member(s) to execute such agreements in accordance with the policies of the Association;
- l) Maintain annual Membership Dues; and,
- m) Perform such other duties as prescribed by the Council.

6.3 Composition. A majority of the Council shall work in or around Social Sciences. The Association shall strive to have Council Members with areas of expertise relevant to the needs of the Association. An employee (if any) of the Association may not serve as a Council Member.

6.4 Nomination and Election. Nomination and Election of Officers is set forth in Section 8.2. Nomination and Election of the Affiliate Representatives shall be determined by each individual Affiliate and shall take place either at or prior to the Annual Meeting.

6.5 Term of Office and Term Limits. Term limits for Council Members who are Officers shall be the same as the term limits for the respective Office as set forth in Article VIII.

Term limits for Council Members who are Affiliate Representatives shall be determined by their respective Affiliates.

6.6 Removal or Resignation. Any Executive Committee Member who misses three (3) consecutive meetings of the Council and/or Executive Committee may be deemed to have resigned as a member of the Executive Committee and Council and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the person may be reinstated by a majority vote of a quorum of the Council at the person's request. A two-thirds (2/3) majority vote of a quorum of Members may remove any Executive Committee Member or Council Member at any time with or without cause at any Annual or specially called meeting. A two-thirds (2/3) majority vote of a quorum of the Council may remove any Executive Committee Member or Council Member at any time with or without cause at any meeting of the Council. Any Council Member may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation shall be acknowledged by the President, verified by a second Officer, and recorded in the minutes. No Council Member may resign if the Association would then be left without a duly elected Council Member(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

6.7 Vacancies. A vacancy created by an Affiliate Representative shall be filled as determined by the respective Affiliate. A vacancy created by an Officer shall be filled in accordance with Section 8.14

If, due to such vacancies, the number of Council Members is less than nine (9) as stated in Article 6.1, a majority vote of the total number of Council Members may elect Council Members to fill such vacancies at any meeting of the Council until a meeting of the Membership is called or a ballot vote of the Membership can be taken.

6.8 Compensation. Council Members shall ordinarily serve without compensation. A Council member may not be paid for any services as an independent contractor unless it is approved by a majority vote of a quorum of Executive Committee members. Council



Members may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties with prior approval of the Executive Committee. Reimbursement of expenses shall be reported to the Council and Membership at their next regular meetings.

**ARTICLE VII            MEETINGS OF THE COUNCIL AND OF THE EXECUTIVE  
COMMITTEE:**

Article VII regulates meetings of both the Council and the Executive Committee. After paragraph 7.1, unless otherwise specified, references to the "Council" may be applied to the Executive Committee by replacing all appearances of the title "Council" within a paragraph with the title "Executive Committee."

7.1     Meetings.

- (a)     The Council shall meet twice per year unless special meetings are called: on the last day of the annual meeting, and on the first day of the following annual meeting.
- (b)     The Executive Committee shall meet twice during the year unless special meetings are called: during the week before the annual meeting and during the period between annual meetings.

7.2     Special Meetings. Special meetings of the Council for any purpose(s) may be called at any time by the President or by a majority of Council Members.

7.3     Quorum. A majority of the total number of Council Members shall constitute a quorum. Council Members present via any form of electronic communication where all persons participating in the meeting can hear and speak to each other will be considered present at such meeting and shall be counted when determining a quorum.

In the absence of a quorum, the President or a majority of the Council Members present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Article 7.3.

7.4 Notice. Any regular meeting of the Council will require no notice if the time, date and location of such meeting were previously determined by the Council and distributed to the Council Members. Council Members not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time and location was not previously determined, notice shall be sent to the Council Members as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Council Members not less than twenty-four (24) hours but with the most recent notice not more than thirty (30) days, prior to the holding of the meeting.

Council Members shall, in writing, provide to the Secretary of the Association instructions on how they wish to receive notice and any notice of meetings sent to them per their instructions shall be valid notices thereof. If a Council Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

7.5 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of Robert's Rules of Order as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

7.6 Voting. Each Council Member shall have one vote. Routine business shall be transacted by a majority vote of a quorum of the Council Members. Proxies may not be used, with the exception that an Affiliate Representative to the Council may vote via a proxy by providing the President a written communication to that effect prior to the vote in question

7.7 Physical Meetings. At any meeting of the Council, the Council Members may vote by voice on all matters either in person, via electronic transmission, or via alternate means of communication where the Council Member can hear and be heard. The Association shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission or alternate means of communication is a Council Member. However, upon demand by a Council Member, the Council Members shall vote by ballot. In such event, each ballot

shall state the name of the Council Member and such other information as the Council may require under the procedure established for the meeting. Council Members present via electronic transmission or alternate means of communication may send their ballot to the Secretary, or designee, provided that the electronic transmission shall set forth or be submitted with information from which it can be determined that the electronic ballot was authorized by a voting Council Member. Ballots may be distributed and returned via email. If proper authorization cannot be determined, the Council Member must mail or fax a signed ballot to the Secretary, or designee.

7.8 Virtual Meetings. Virtual meetings may take place via any form of alternate means of communication including email, video conferencing, on-line meeting, or other method of meeting where all participants have the ability to contemporaneously send and receive information discussed. The Council may vote by voice, email or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Council, all of the following conditions must be met:

- a) All Council Members must have access to a ballot;
- b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- c) A majority of the total number of Council Members must vote thereby ensuring a quorum of the Council has voted;
- d) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days;
- e) Receipt of a ballot shall be acknowledged by an Officer, or designee;
- f) A ballot must be submitted by a Council Member;
- g) All ballots shall be made public to the Council; and,
- h) All ballots shall be maintained with the corporate records.
- i) The Association shall implement reasonable measures to verify that each ballot cast was from a Council Member.

7.9 Action Taken Without Notice of a Meeting. Any action taken or approved at any meeting of the Council, whether physical or virtual, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either

before or after the meeting, a majority of the total number of Council Members sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

## **ARTICLE VIII      OFFICERS:**

8.1      Officers. The Officers of the Association shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer, a General Program Director, a Journal Editor (s), a Chair of Site Policy Committee, an Immediate Past President, and a Past-Past President.

8.2      Elections. Elections for Association officers shall take place at the Annual Meetings of the Membership and the Council. Officer(s) will immediately assume their positions following their elections

- a)      Rotation: The Office of Vice-President shall move in rotation through the eligible affiliates in the following order: History, Political Science, Economics, Sociology and Open Seat. The Open Seat shall be open to members of all affiliates. An affiliate whose membership drops below fifty (50) for two consecutive annual meetings shall lose its place in the rotation and must wait for their respective place in the above mentioned rotation. A new affiliate with more than fifty (50) shall be inserted into the rotation behind the Open Seat. A nominating committee appointed by the President shall prepare a slate for the Office of Vice-President; and for the President-Elect or President in the case of a vacancy. Each respective affiliate will provide nominees to the nominating committee during its selection year. During a year of the Open Seat the Nominating Committee shall solicit nominees. Nominees will be presented to the Membership for a vote. Nominations may be made from the floor in which case all nominees shall be required to leave the Annual Meeting while discussion and a vote takes place. Any five (5) Members present may request a vote by ballot.

By a majority vote of a quorum of the Membership, the Membership shall elect the Vice-President each year at the Annual Meeting. Such Vice-President shall automatically move into the Office of President-Elect and proceed to the Office

of President. Should a Vice-President be unable to progress to President-Elect or President, the Membership shall vote to fill such vacancies.

If an office remains unfilled, members may request the Nominating Committee to provide additional nominees.

- b) Council: By a majority vote of a quorum of the Council, the Council shall elect the following Officers:
  - 1. General Program Director,
  - 2. Secretary,
  - 3. Treasurer,
  - 4. Journal Editor(s), and
  - 5. Chair of Site Policy Committee.

The nomination process and election process shall be determined by the Council prior to the election.

8.3 Term of Office. An Officer may serve for multiple terms but must be re-elected at the end of their respective terms with the exception of the President, President-Elect, Immediate Past President and Past-Past President. Terms of each Office are provided for in the duties of each Office. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term.

- 8.4 President. The President, or designee, shall have the following duties:
- a) Act as the principal Officer of the Association, subject to the control of the Council;
  - b) Have general supervision and direction of the business and Officers of the Association;
  - c) Set the Executive Committee, Council and Membership meeting agendas unless determined otherwise by the Council or Members;
  - d) Preside at all meetings of the Executive Committee, Council and Membership unless determined otherwise by the Executive Committee, Council or Members;

- e) Appoint all committee members and committee chairs except as noted elsewhere in these Bylaws.
- f) Sign the minutes of the meetings over which he/she presided;
- g) Report on the operations of the Association's affairs at meetings of the Executive Committee, the Council, and the Membership;
- h) Report to the Executive Committee, Council and Members all such matters coming to his/her attention and relating to the interest of the Council and Members;
- i) Succeed to the Office of Immediate Past President after serving a term as President;
- j) Have such other powers and duties as may be prescribed by the Council or these Bylaws; and,
- k) Serve as President for a term of one (1) year.

8.5 President-Elect. The President-Elect shall have the following duties:

- a) Act in the absence of the President;
- b) Act as an assistant to the President;
- c) Succeed to the Office of President after serving a term as President-Elect;
- d) Succeed to the Office of President in the event of resignation, death, or removal of the President;
- e) Have such other powers and duties as may be prescribed by the Council or these Bylaws;
- f) Serve as President-Elect for a term of one (1) year.

8.6 Vice-President. The Vice-President shall have the following duties:

- a) Serve as a liaison between the Association and the various Affiliates;
- b) Succeed to the Office of President-Elect after serving a term as Vice-President;
- c) Succeed to the Office of President-Elect in the event of resignation, death, or removal of the President-Elect;
- d) Have such other powers and duties as may be prescribed by the Council or these Bylaws;
- e) Serve as Vice-President for a term of one (1) year.

8.7 Secretary. The Secretary, or designee, shall have the following duties:

- a) Give notice of all meetings of the Executive Committee, Council, and Membership as required by these Bylaws or by law;
- b) Keep a book of minutes of all meetings of the Executive Committee, Council, and Membership with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via approved alternate means of communication;
- c) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Executive Committee, Council, or Membership;
- d) Care for all correspondence of the Association;
- e) Exhibit at all reasonable times, upon the request of a Council Member or Member, these Bylaws, Council Book, and the minutes of the proceedings of the Executive Committee, Council, or Membership;
- f) Be responsible for maintenance of and updates to the Website;
- g) Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service;
- h) Deposit the Association's records in the Association's archival collection at the Southwest Collection, Texas Tech University;
- i) Publish proposed amendments to the Association's Constitution and Bylaws in the manner required of the Bylaws;
- j) Keep, or cause to be kept, a record of the names of Executive Committee Members, Council Members, Officers and Members with the addresses at which such individuals/entities are to receive notice;
- k) Have such other powers and duties as may be prescribed by the Council or these Bylaws; and,
- l) Serve as Secretary for a term of three (3) years.

8.8 Treasurer. The Treasurer, or designee, shall have the following duties:

- a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association;
- b) Ensure the books of account are open to inspection by any Council Member or Member at all reasonable times;

- c) Ensure a financial statement is provided to the Executive Committee, Council, and Membership at their respective meetings;
- d) Provide a report of the Association's financial affairs at meetings of the Executive Committee, Council, and Members and/or when requested by a Council Member or Member;
- e) Ensure appropriate oversight and implementation of the financial policies and procedures;
- f) Have such other powers and duties as may be prescribed by the Council or these Bylaws; and,
- g) Serve as Treasurer for a term of three (3) years.

8.9 General Program Director. The General Program Director shall have the following duties:

- a) Plan and Direct the Annual Meeting program, including program preparation, printing, and delivery to attendees;
- b) Require each Affiliate to prepare and submit its program in such form and as such time as designated by the General Program Director
- c) Submit a report to the Executive Committee, Council, and Business Meeting of the Membership.
- d) Have such other powers and duties as may be prescribed by the Council or these Bylaws; and,
- e) Serve as General Program Director for a term of three (3) years.

8.10 Journal Editor. The Council may elect more than one Journal Editor. In the case of multiple Journal Editors, the Office of Journal Editor may only cast one vote. The Journal Editor(s) shall have the following duties:

- a) Act as Editor of the Social Science Quarterly (hereinafter referred to as "the journal");
- b) Coordinate and direct all details incident to the publication of the journal;
- c) Utilize the overall publication policies as recommended by the Editorial Policies Committee and established by the Council as guidance;
- d) Have such other powers and duties as may be prescribed by the Council or these Bylaws; and,



- e) Serve as Journal Editor for a term of five (5) years, a term which can be extended if both the editor(s) and the Association wish to continue the relationship;
- f) The search and selection of a new Journal Editor shall be established by the following procedure:
  1. One year before the end of the Journal Editor's term the President shall appoint a seven-person search committee;
  2. The search committee members should represent each affiliate having voting privileges on the Council.
  3. The Treasurer and the Chair of the Editorial Policies Committee shall serve as members of the search committee.
  4. The search committee will conduct a search, interview candidates, and submit a nomination to the Council.

8.11 Chair of the Site Policy Committee. The Chair of the Site Policy Committee shall have the following duties:

- a. Investigate potential sites for the annual meeting with the advice and consent of the members of the Site Policy Committee;
- b. Recommend annual meeting sites to the Executive Committee and Council;
- c. Negotiate contracts with hotels or other annual meeting sites for final approval by the Executive Committee and Council;
- d. Verify billing from annual meeting hotels;
- e. Have such other powers and duties as may be prescribed by the Council or these Bylaws; and,
- f. Serve as Chair of the Site Policy Committee for a term of three (3) years.

8.12 Immediate Past President: The Immediate Past President shall have the following duties:

- a) Advise and provide counsel for the current President;
- b) Actively participate on the Executive Committee and the Council to ensure the smooth transition to the new presidency and to ensure the continuation of Council agenda items not completed the previous year;
- c) Succeed to the Office of Past-Past President after serving a term as Immediate Past President;

- d) Have such other powers and duties as may be prescribed by the Council or these Bylaws; and
- e) Serve as Immediate Past President for a term of one (1) year.

Should the Immediate Past President be unable to fulfill his/her duties, the Council may request a prior Past President fulfill the Office of Immediate Past President.

8.13 Past-Past President: The Past-Past President shall have the following duties:

- a) Provide institutional memory to the Executive Committee and Council as needed;
- b) Assist in handling of sensitive issues that may arise between Executive Committee or Council Members;
- c) Have such other powers and duties as may be prescribed by the Council or these Bylaws; and
- d) Serve as Past-Past President for a term of one (1) year.

Should the Past-Past President be unable to fulfill his/her duties, the Council may request a prior Past President fulfill the Office of Past-Past President.

8.14 Removal and Resignation. Any Officer may be removed, either with or without cause, by a vote of a majority of a quorum of the Council at any annual, regular, or special meeting. Removal of the President, President-Elect, or Vice-President will require immediate notification to the Membership at which time the Members may call for a special meeting to address the vacancy. Without such special meeting, Officers shall succeed to the next Office as provided for in this Article VIII and the Immediate Past President shall act as the Vice-President, if needed, until the next Annual Meeting.

Any Officer may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation shall be acknowledged by the President and recorded in the minutes. Should a resignation take place in the Offices of

President, President-Elect, or Vice-President, Officers shall succeed to the next Office as provided for in this Article VIII and the Immediate Past President shall act as the Vice-President, if needed, until the next Annual Meeting.

8.15 Vacancies. A vacancy in any office other than the President, President-Elect, or Vice-President may be filled temporarily by appointment by the President. Vacancies occurring in Offices elected by the Council may or may not be filled as the Council shall determine.

8.16 Delegation of Duties. In case of the absence or disability of any Officer of the Association or for any other reason that the Council may deem sufficient, the Council may by a vote, delegate the powers or duties of such Officer to any other Officer, Council Member or Member with such power of delegation valid for the remainder of the term or until the next election.

## **ARTICLE IX                    EXECUTIVE COMMITTEE:**

9.1 Members. The Executive Committee shall be composed of the Officers of the Association, as set forth in Section 8.1

9.2 Duties. The Executive Committee shall be empowered to act on behalf of the Association between Annual Meetings of the Association subject to the control and direction of the Council. The Executive Committee shall not have the power to act on the following:

- a) Amend or repeal the Bylaws;
- b) Amend or repeal the Certificate of Incorporation;
- c) Effectuate a Dissolution or a Merger;
- d) Create or amend the budget; or
- e) Create or amend the financial policies and procedures and/or other policies;

9.3 Duty to Report. The Council must be notified of any action taken by the Executive Committee no later than the next scheduled Council meeting.

- 9.4 Meetings and Notice. The Executive Committee shall meet as determined by the President or a majority of Executive Committee Members. If the Executive Committee has, by resolution, been empowered to act on behalf of the Council, Executive Committee meetings and actions shall be governed by, noticed, and held in the same manner as established in these Bylaws with such changes in the context of the bylaw provisions as are necessary to substitute the committee and its members for the Council. Council Members who are not on the Executive Committee may attend Executive Committee meetings in non-voting capacities.
- 9.5 Quorum. A majority of the members of the Executive Committee shall constitute a quorum.
- 9.6 Voting. Each Office shall have one (1) vote. Proxies may not be used.
- 9.7 Removal. A majority vote of a quorum of the Council may remove a member of the Executive Committee with or without cause at any annual, regular or specially called meeting. The conflict of interest policy will apply to removal of any member thereof.

## **ARTICLE X COMMITTEES OF THE COUNCIL**

- 10.1 Authority. The Council shall have the power to create, revoke or modify any committee deemed necessary, except the Executive Committee. The President shall select Committee Chairs except where otherwise stated in these Bylaws. Each committee shall have a minimum of three (3) members. Committee members serve at the approval of the Committee Chair.
- 10.2 Board Delegated Powers. All committees shall report to the Council as the Council may require. Should the Council delegate any of its powers to a committee including the Executive Committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Council. The Council may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each Council Member must sit on a minimum of one committee unless excused from such duty by a vote of the Council.

- 10.3 Notice of Committee Meetings. Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Section 7.3.

## **ARTICLE XI AMENDMENTS AND CONSTRUCTION:**

- 11.1 Amendments to Bylaws. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) majority of a quorum of the Membership at any Annual or Special Meeting of the Members if notice of the proposed amendment, alteration, change or repeal was made available via the website or other form of communication at least thirty (30) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) majority of a quorum of the Members.
- 11.2 Construction and Terms.
- a) Should there be any conflict between the provisions of the Certificate of Incorporation and these Bylaws the Certificate of Incorporation shall govern.
  - b) Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Council may allow for additional or more stringent requirements to be placed on the Council Members, Officers, Members and/or committee members.
  - c) Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

THESE BYLAWS OF SOUTHWESTERN SOCIAL SCIENCE ASSOCIATION ARE

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_

, President

, Secretary