

**\*\*\*APPROVED: JANUARY 22, 2009\*\*\***

**BY-LAWS**  
**OF**  
**TEXT AND ACADEMIC AUTHORS ASSOCIATION, INC.**

**ARTICLE I. NAME AND LOCATION**

The name of the organization shall be ***TEXT AND ACADEMIC AUTHORS ASSOCIATION, INC. (“TAA”)***. The principal office of TAA shall be in the State of Florida. TAA shall designate a registered office in accordance with Florida law and shall maintain it continuously. TAA may have offices at such other places within and without the State of Florida as the Board of Directors may from time to time determine.

**ARTICLE II. OBJECTIVES**

The objectives of TAA are:

- a) To enhance the quality of textbooks, academic articles, and other educational works available for teaching, research, and other educational purposes.
- b) To supply information to authors of text and academic material regarding their professional interests as authors and educators.
- c) To suggest, initiate and assist in carrying out actions on behalf of its members' professional interests as text and academic authors and

educators.

- d) To protect and promote the professional interests of authors.
- e) To hold meetings and conferences for the mutual improvement and education of its members.
- f) To protect the rights of authors in the areas of copyright and creation of intellectual property.
- g) To generally promote, coordinate, and assist in the common activities, interest and objectives of text and academic authors.
- h) To improve the general business condition of authors by providing information about publishing contracts, royalty issues, and other financial issues of interest.
- i) To disseminate ethical and legal information relating to authors' interests.

### **ARTICLE III. MEMBERSHIP**

#### **Section 1. Types of Membership**

Membership in TAA shall be of two types:

- a) Regular
- b) Sponsoring

#### **Section 2 Regular Membership**

Regular members of TAA shall be individuals over the age of twenty-one (21), who are creators (or potential creators) of intellectual properties of an educational nature, such as textbooks, academic works, or articles in scholarly journals. Regular members may join TAA by making application and payment of the annual membership dues.

### **Section 3. Sponsoring Membership**

Sponsoring members are corporations or organizations that are interested in the furtherance of the purposes of TAA. Sponsoring members may join TAA by making application and payment of an annual membership fee.

### **Section 4. Dues**

Annual dues for regular and sponsoring memberships shall be determined by the Council.

### **Section 5. Reinstatement**

A member whose membership has lapsed, desiring a continuous member record, may be reinstated by paying all dues in arrears. If continuous membership is not desired, the member may be reinstated by paying the current dues.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1. The Governing Body**

The governing body of TAA shall be the Board of Directors, which may also be called the Council. The Council may adopt such rules and regulations as it deems advisable.

### **Section 2. Council Members**

The Council shall consist of the officers of TAA named in Article V, the Immediate Past President, six (6) members elected by and from the regular membership, and at most three (3) at-large members appointed by the Council.

### **Section 3. Term of Office**

Each elected council member shall serve for a term of three (3) years. No person shall serve as an elected member of the Council for more than three (3) consecutive three year terms, excluding any partial terms filled, without a break in service of at least one

(1) year. Terms of the six (6) elected members of the Council shall be staggered, so that each year two (2) members are elected.

The term of office of elected Council members shall commence on July 1 following election or appointment. The term of office of at-large Council members shall commence on a date specified by the Council and end on the following June 30. At large members of Council may be reappointed by the Council for as many consecutive terms as it wishes.

#### **Section 4. Meetings**

Meetings of the Council shall be held at least twice per year at a time and location agreed upon by the Council. Additional meetings may be called by the President or upon written request of at least three (3) members of the Council, stating the purpose for said meeting.

#### **Section 5. Voting**

All members of the Council shall have voting rights. Voting rights shall not be delegated nor exercised by proxy. Action taken by mail, fax, telephone, or email shall be a valid action of the Council.

#### **Section 6. Quorum**

A quorum at a meeting of the Council shall consist of a majority of the voting members.

#### **Section 7. Absences**

Any member of the Council who shall have been absent from two (2) consecutive meetings shall automatically be deemed to have been removed from office unless this condition is waived by Council action.

#### **Section 8. Compensation**

Council Members may receive compensation for their services as determined by the Council. They may be reimbursed for expenses incurred in travel to regular or special meetings of the Council.

### **Section 9. Action Without Meeting**

Any action of the Council may be taken without a meeting if a consent in writing setting forth the actions taken and signed by all of the members is filed in the minutes of the Council. Such consent shall have the same effect as a unanimous vote.

### **Section 10. Notice and Waiver**

Notice of any special meeting shall be given at least five (5) business days prior thereto by written notice delivered personally, or by mail or by fax to each Council Member at his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Council Member may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Council Member at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Council Member states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

### **Section 11. Vacancies**

Any vacancy occurring among the elected members of the Council may be filled by appointment by the President for the duration of the term.

### **Section 12. Presumption of Assent**

A Council Member present at a meeting of the Council at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting and so states.

## **ARTICLE V. OFFICERS**

### **Section 1. Definition**

The officers of TAA shall consist of a President, Vice President/President-Elect, a Secretary and a Treasurer and such other officers as the Council shall from time to time designate. The Officers shall be Regular Members of TAA.

### **Section 2. Terms of Office**

The President, Vice President/President Elect, Secretary, and Treasurer shall hold office for a term of two (2) years. The Secretary and Treasurer may serve three (3) consecutive terms. The term of office for elected officers shall commence on July 1 following the election.

## **ARTICLE VI. DUTIES OF OFFICERS**

### **Section 1. President**

The President shall serve as the Chief Executive Officer of TAA and shall preside at meetings of the membership and Council and shall perform such other duties as the Council shall determine.

### **Section 2. Vice President/President-Elect**

The Vice President/President-Elect shall exercise the duties of the President in the absence of the latter. The Vice President/President-Elect shall also perform such other duties as the President or the Council shall determine. The Vice President/President-Elect shall succeed as President of TAA, subject to a confirmation vote by a majority of the Council, at the expiration of the President's term of office. Should a confirmation vote fail, the Council shall move immediately to select a new President .

### **Section 3. Secretary**

The Secretary shall oversee the proper recording of proceedings of the Corporation and shall ensure that accurate records are kept of all meetings.

### **Section 4. Treasurer**

The Treasurer shall oversee the Corporation funds and records, the establishment of proper accounting procedures for the handling of the Corporation funds and the performance of an annual or unscheduled review of the books as may be required by the Council. The Treasurer shall be bonded in such amounts as the Council may require.

#### **Section 5. Compensation**

Officers of the Corporation may receive compensation for their services as officers as determined from time to time by the Council. They may also be reimbursed for expenses incurred in travel to regular or special meetings.

#### **Section 6. Priority of Acting**

If the President is unable to act, the Vice President/President-Elect, Secretary, or Treasurer in the order listed shall perform the functions of the President of the Corporation.

### **ARTICLE VII. COUNCIL COMMITTEES**

#### **Section 1. Definition**

The Council may, at its discretion, create or dissolve Council Committees. The following are designated as Council Committees:

- a) Executive
- b) Budget
- c) Election
- d) Convention
- e) Council of Fellows

#### **Section 2. Executive Committee**

Between Council meetings the Executive Committee shall look after the affairs of TAA, conduct routine business, and prepare proposals for action to be submitted to the Council.

The Executive Committee shall be composed of the elected officers – President, Vice President/President Elect, Secretary, and Treasurer – and one member elected annually by the Council. The Executive Director shall be an ex-officio, non-voting, member of the Executive Committee.

The Executive Committee shall meet monthly by teleconference, electronically or in whatever manner is deemed appropriate, provided only all members of the Executive Committee are advised and agreed to the mode of meeting two (2) weeks prior to any said meeting.

An agenda for every meeting will be distributed by the President to the Executive Committee and to all Council members prior to any meeting. Minutes from meetings will be kept and distributed to Executive Committee members for approval. Approved minutes will be sent to all Council members.

The Executive Committee will have authority to make decisions concerning the routine maintenance of the organization as well as study issues and make recommendations for action to the TAA Council. Should three (3) Council members object to any action taken by the Executive Committee, that decision shall be suspended and automatically referred to the Council for action, either at its next regularly scheduled meeting or by special meeting. All decisions made by the Executive Committee shall be reported to the Council at its regularly scheduled meetings.

### **Section 3. Election Committee**

The Election Committee shall consist of the Vice President/President Elect (who shall also be Chair), the President, and the Immediate Past President. The Committee shall publish an announcement of vacant positions and a timetable for elections. The Election Committee will accept nominations, including self-nominations. Nominations are not considered complete until a written biographical statement and a written position

statement have been received by the Committee. The ballot shall include only candidates whose nominations were complete by the date established by the Committee.

The officers of TAA and the elected members of the Council shall be elected by a vote of the regular membership of TAA. A written ballot is to be provided all members at least sixty (60) days prior to July 1. The ballot shall contain the names of all nominated Council Members and officers nominated with their office of elections designated.

#### **Section 4. Budget Committee**

The Budget Committee shall consist of the Treasurer (who shall serve as chair), the President, and the Executive Director. The Budget Committee is charged with preparing the annual budget for Council approval and creating year-to-date reports of revenue and expenses on a quarterly basis.

#### **Section 5. Convention Committee**

The Convention Committee shall consist of the Vice President/President Elect (who shall serve as chair, and one or two regular members of TAA appointed by the Council. The Council is responsible for selecting the date and location of the annual convention. The Convention Committee is charged with preparing a budget for the convention, preparing a program, and reporting the financial results of the convention.

#### **Section 6 Council of Fellows Committee**

The Council of Fellows Committee consists of the Immediate Past President (who shall serve as chair), the President, and two Council of Fellows representatives appointed by the President. The Council of Fellows Committee is charged with establishing criteria for Council of Fellow status and recommending to the Council candidates who qualify for admission to the Council of Fellows.

### **ARTICLE VIII. NON-PROFIT OPERATION**

TAA will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of TAA will be distributed to its Members, Officers of Council Members without full consideration. No Member of TAA has any vested right, interest or privilege in or to the assets, property, functions or activities of TAA. TAA may contract in due course with its Members, Officers or Council Members without violating this provision.

## **ARTICLE IX. MEMBERSHIP MEETINGS**

### **Section 1. Meeting Process**

A meeting of the Regular Members shall be called by the President as he or she may determine and the President shall call such a meeting upon request of a majority of the Council or a petition by five (5) percent of the Regular Members. No action of the membership shall be binding on the Corporation unless approved by the Council.

Meetings of the Regular Members shall ordinarily be set to coincide with the annual convention. Written notice of a meeting of the Regular Members if at another time shall be sent by mail not less than ten (10) days no more than sixty (60) days before the date of the meeting. Such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the member at the address as it appears on the records of TAA with postage thereon prepaid.

### **Section 2. Quorum**

At a meeting of the Regular Members those Regular Members present shall constitute a quorum.

### **Section 3. Rules of Order**

Robert's Rules of Order, Revised, shall govern the conduct of all meetings of the Membership whenever they are applicable and do not conflict with these By-Laws or any special rules that the association or the President may adopt.

## **ARTICLE X. AMENDMENTS**

Amendments to these By-Laws may be made by a two-thirds (2/3) vote of the Council. Such amendments to the By-Laws require two (2) readings of the Council, provided that the second reading and final approval occur no sooner than three (3) months after the first reading of a proposed By-Law change.

#### **ARTICLE XI. FISCAL YEAR**

The fiscal year of TAA shall be the period selected by the Council as the taxable year of TAA for federal income tax purposes.

#### **ARTICLE XII. INDEMNIFICATION**

TAA shall indemnify each Officer and Council Member, including former Officers and Council Members. TAA shall indemnify each Officer and Council Member, including former Officers and Council Members, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.