

BY-LAWS OF TEXTBOOK & ACADEMIC AUTHORS ASSOCIATION, INC.

ARTICLE I. NAME AND LOCATION

The name of the organization shall be TEXTBOOK & ACADEMIC AUTHORS ASSOCIATION, INC. ("TAA"). TAA is a registered Florida corporation. Its principal office will be as designated by the governing body, and at such other places within or without the State of Florida as TAA's governing body may from time to time determine. TAA will comply with all mandates required as a registered Florida corporation.

ARTICLE II. VISION, MISSION, AND OBJECTIVES

Section 1. Vision Statement

The vision of TAA is to support excellence in the development of educational and scholarly content as a premier resource for a thriving and productive textbook and academic authoring community.

Section 2: Mission Statement

TAA's mission is to support the creation of top-quality educational and scholarly works that stimulate the love of learning and foster the pursuit of knowledge.

Section 3: The objectives of TAA

- 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 textbook and academic material regarding their roles as authors and educators.
- c) To suggest, initiate and assist in carrying out actions on behalf of its members' interests as textbook and academic authors and educators.
- d) To protect and promote the interests of all scholarly authors, such as their need for intellectual freedom and expectation of fair compensation for their work.
- e) To hold meetings and conferences for the mutual improvement and education of scholarly authors.
- f) To protect legal principles underlying copyright and the creation of intellectual property in order to ensure the sustainability of a vibrant authoring community.
- g) To generally promote, coordinate, and assist in the common activities, interests and objectives of textbook and academic authors.

- h) To provide information to authors about publishing contracts, royalty issues, and other issues of importance to the community.
- i) To disseminate ethical and legal information relating to scholarly works and authors.

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 elected 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, and, if not a Council member, the Designated Representative to the Authors Coalition of America, as an ex-officio Council member. The Executive Director shall serve as an ex-officio, non-voting member of 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.

The Designated Representative and an alternative representative to the Authors Coalition shall be appointed by the Council at the first meeting of the Council following an Election of Officers. The term of office shall be for two years and shall commence on July 1 following appointment.

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, except the Executive Director, 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 email or 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. If emailed, such notice shall be deemed to be delivered when sent to the email address provided by the member at the start of his/her term, unless altered by notice to TAA's principal office thereafter. 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 Council. The appointee serves only until the next regularly scheduled election at which time the seat will be filled by election, except that if the time between appointment and the next election is less than four months, the appointee serves until the second election following appointment. Whenever an election includes an unexpired term, the two highest vote-getters fill full-term vacancies. The next highest vote-getter fills the unexpired term of the vacated seat. If the number of candidates is less than the number of vacancies, Council may, at its discretion, appoint members of TAA to fill the vacancies consistent with the terms of this Section.

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 elected 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. The Executive Director is an appointed officer of the Council.

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 preside at meetings of the membership and shall perform the following duties along with such other duties as the Council may determine:

- Chair the Council

- Appoint special committees

- Chair the Executive Committee

- Serve as an ex-officio, voting member of the Personnel Committee

- Serve as an ex-officio, voting member of the Finance Committee

- Receive reports from 'whistleblowers' and coordinate an investigation

- Receive complaints of ethical violations, sexual harassment, or other illegal/improper actions and coordinate an investigation

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 co-chair the Conference Committees (see Article VII, Section 7) and 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.

Section 5. Executive Director

The Executive Director shall be an appointed officer of TAA and shall be selected by the Council and employed by TAA under terms and conditions established by the Council. The Executive Director shall serve as CEO of TAA and shall perform the following duties along with such other duties as the Council may determine:

- Serve as the primary spokesperson of the Association

- Oversee the finances of the Association

- Manage the operations of the Association

- Serve as an ex-officio, non-voting member of the Council

- Serve as an ex-officio, non-voting member of the Executive Committee

- Serve as an ex-officio, voting member of the Finance Committee and the Membership Committee

- Serve on such ad hoc committees as may from time to time be created by the Association. The Executive Director will be a non-voting member unless Council decides otherwise.

Section 6. 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 7. 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.

Section 8. Vacancies.

If a vacancy occurs in the position of President, the Vice President/President-Elect will have a right of first refusal to serve as President for the duration of the vacating President's term. If the Vice-President/President-Elect opts to complete the vacating President's term, Council will appoint a Vice-President who will serve for the balance of the Vice-President's term. The appointed Vice-President will NOT have the additional title of President-Elect and will not ascend to the Presidency. Instead, the original Vice President/President Elect will serve his/her designated term of President after completing the vacating President's term.

If the Vice-President/President-Elect opts not to serve as President for the duration of the vacating President's term, Council will appoint a President who will serve until the expiration of the vacating President's term.

If a vacancy occurs in the position of Vice-President/President-Elect for any reason other than the Vice-President ascending to the Presidency in order to fulfill a vacancy there, the Council will appoint an acting Vice-President from the Council members to serve until a special election can be organized (unless Council determines that the next natural election cycle is sufficient). The term of the newly elected Vice-President/President-Elect coincides with that of the vacating Vice-President's term, and the newly elected Vice-President/President-Elect succeeds to the Presidency at the end of that Vice-Presidential term.

If a vacancy occurs in the position of Secretary or Treasurer, Council will appoint someone to serve for the duration of the vacating Secretary or Treasurer's term. Preference will be given to members of Council.

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) Finance
- c) Governance
- d) Personnel
- e) Conference (the committee will work simultaneously on the next two conferences; see section 6)
- f) Council of Fellows and Awards
- g) Diversity, Equity, and Inclusion

Section 2. Executive Committee

The Executive Committee shall be composed of the elected officers – President, Vice President/President Elect, Secretary, and Treasurer, and the Immediate Past President – 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 oversee the operations of the organization as well as study issues and make recommendations for action to the TAA Council. The Executive Committee is authorized to attend to the ordinary course of business of the Association between meetings of the Council as necessary and appropriate to the Association's efficient operation. In doing so, the Executive Committee's decisions may not impact the approved budget in excess of ten thousand dollars (\$10,000) for individual decisions or fifteen thousand dollars (\$15,000) in the aggregate between Council Meetings.

The Executive Committee shall meet regularly (approximately every 30-45 days) by teleconference, electronically or in whatever manner is deemed appropriate, provided only all members of the Executive Committee are advised as to the mode of meeting at least 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.

Section 3. Finance Committee

The Finance/Budget Committee shall consist of the Treasurer (who shall serve as chair), the President, and the Executive Director, and may also have other TAA

members appointed by the President. The Committee works with the Executive Director and TAA Treasurer to oversee the financial well-being of the association, including consideration, adoption, and oversight of the budget; makes reports and recommendations to the Council concerning the finances of TAA.

Section 4. Governance Committee

The Governance Committee shall consist of the Vice President/President-Elect, who shall serve as Chair, the Immediate Past President, and one other member selected by the Council.

The Governance Committee evaluates the composition and performance of TAA committees; publishes notice of vacant positions; solicits, receives, and reviews nominations for TAA Officers and Council positions; determines the final composition of the ballot; and oversees the election process.

The Governance Committee shall publish an announcement of vacant positions and a timetable for elections. The Governance 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, but the Committee is not obligated to include all complete nominations in the final ballot. The Committee will select nominees – and may ask nominees to consider other activities – to achieve, in its judgment, the optimal balance of the following goals:

- Presenting members with up to 2 willing and qualified candidates for each open position;
- Maintaining an overall balance and diversity of perspectives on the Council;
- Bringing needed expertise and experience onto Council; and
- Encouraging member participation not only in Governance but other activities of the TAA.

The elected 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 only the nominees approved by consensus of the Governance Committee, and will clearly indicate the Office or Council position being sought by each nominee. In the event the Committee cannot reach consensus on which 2 of multiple nominees to present for a given position, they have the option of presenting more than 2 candidates for that role.

Section 5. Personnel Committee

The Personnel Committee works with the Executive Director to identify and plan staff development and training activities; sets the criteria for evaluation of the Executive Director and presents them to the Council for approval; conducts a performance review of the Executive Director for which the Committee will seek input from Council members; and makes recommendations on staff salary and benefits.

Section 6. Conference Committee

The Conference Committee has a two-year window for planning each conference, so the committee will be working on different aspects of two conferences in any given year. Ideally, appointments to the Committee will be for a minimum of two years, so that each member participates in the entire planning cycle for at least one conference. The Conference Committee will be co-chaired by the Vice President/President-Elect and the Executive Director or his/her designee. When the Vice-President/President Elect ascends to the Presidency, the responsibility of chairing the Conference Committee shall transfer to the new Vice-President/President-Elect. In years when a new Vice-President/President-Elect commences his/her term, the President shall appoint the Committee members. In years when the Vice-President/President-Elect has been in office for a year, the Vice-President/President-Elect shall appoint the committee members. The committee shall consist of three or more TAA members, at least one of whom shall be a Council member, plus one or more staff members as determined by the Executive Director. The budget for the Conference will be established during TAA's annual budgeting process and approved by Council.

Section 7. Council of Fellows and Council Awards Committee

The Council of Fellows and Council Awards Committee (also referred to as The Awards Committee) consists of the Immediate Past President (who shall serve as chair), the President, and at least two, but no more than four, Council of Fellows representatives appointed by the President.

The Committee is charged with:

- recommending criteria for Council of Fellows status and other Council Awards to the full Council for its approval;
- determining within those criteria the candidates who will be given the Council of Fellows or Council Awards in any given year;
- determining whether a particular award should not be conferred in a given year;
- considering recommendations to discontinue any Council Award, or to start a new Council Award. Final decisions to discontinue or start Council Awards must always be put to a vote of the Council, and may pass by a simple majority of the Council members present at a duly called meeting, provided a quorum exists. The Council of Fellows may not be discontinued by a simple majority vote of

Council, but is subject to dissolution only through amendment to these By-Laws in the manner specified in Article X.

The Committee has the authority to make final awards decisions and to determine its operating and governing procedures, except that the following practices will be observed unless a majority of Council agrees to alter them in any given year:

- The President's Award is determined solely by the current President of the Association rather than the Committee. The President may ask the Committee for suggestions of nominees for the Award, but is under no obligation to accept the recommendation. In the event the President asks for recommendations, the Committee may not recommend any of its own members for the Award, and individual members may not self-nominate for the Award.
- Members of the Awards Committee are not eligible for any of the Awards or honors determined by the Committee during their time of service on the Committee, even if they are nominated by someone outside the Committee. Members of the Committee are eligible to receive a President's Award since they may neither nominate themselves nor make the final determination of a winner.
- Each member of the Committee has one vote, and the final determination of any award will be made by a simple majority of the entire membership of the Committee. While the Committee can meet and conduct other business with a quorum of 2/3rds of its members, the final determination of any award will require a majority of all the voting members of the Committee.

In the event a member of the Committee is incapacitated, they shall be discounted from the total for purposes of calculating a quorum or the majority needed to confer an award. Scheduling problems that render a member unable to attend a meeting are not incapacitation, but it is acceptable for the Committee to take awards votes by email, even if some members were not present at a meeting.

Section 8. Diversity, Equity, and Inclusion

The Committee for Diversity, Equity, and Inclusion (CDEI) was established by Council to advise and provide recommendations for actions on matters affecting representation, opportunities, and equitable treatment of all TAA members with respect to their authoring work, their TAA benefits, and other related aspects of their work life. The Committee works to increase diversity, equity, and inclusion in the organization at all levels as well as provide information and develop resources that aid members in their own professional endeavors. Committee members are appointed by the President. The makeup of the committee will include at least six members with experience in DEI matters, two of whom are Council members, to ensure it has a voice and its work is fully represented at the Council.

Section 9. Delegation of Committee Work to Staff Where Appropriate

Committees may, where appropriate and in consultation with the Executive Director, allocate to suitable staff the administrative portion of duties assigned to the committee. In such circumstances, committee members will oversee the execution of the tasks by staff.

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 or 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.

In the event the Council of TAA determines that the corporation should be dissolved, the assets must either be entirely spent out on activities consistent with the organization's non-profit mission, or must be turned over to another 501(c)3 organization with a consistent purpose that will pledge to use the remaining funds in the service of the scholarly authoring community and the mission of TAA.

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 US Postal mail or email not less than ten (10) days nor more than sixty (60) days before the date of the meeting. If sent by postal mail, 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. If sent by email, notice is deemed to have been delivered on the date the email is sent to the member's e-mail address as it appears on the records of TAA.

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 thirty (30) days 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.