



## **Restated By-laws of the Textbook & Academic Authors Association, Inc.**

**June 20, 2024**

### **ARTICLE 1**

#### **General Provisions**

**Section 1.1 Name.** The name of this corporation is Textbook & Academic Authors Association, Inc. (hereinunder the “Association” or “TAA”).

**Section 1.2 Offices.** The location of the principal office of the Association shall be determined by the TAA Board of Directors (hereunder “TAA Board” or the “Board”). The Association may also have offices at such other places as the Association may require.

**Section 1.3 Fiscal Year.** The fiscal year of the Association shall begin on January 1 and end on December 31 of each year.

### **ARTICLE 2**

#### **Statement of Purposes**

The Association is organized and shall be operated exclusively for charitable, educational, and scientific purposes including, but not limited to, the purposes specified in the Association’s Amended and Restated Articles of Incorporation dated December 17, 2018.

The Association may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the laws of Florida and which are not inconsistent with the Association’s qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the “Code”) or corresponding section of any future tax code.

### **ARTICLE 3**

#### **Members and Membership**

The Corporation shall have no voting corporate members and any action or vote required or permitted under Florida state law to be taken by corporate members shall be taken by action or vote of the same percentage of the Directors of the Corporation. No person now or hereafter designated by the Corporation as a “member” for any purpose shall be or shall be deemed to be a corporate member for purposes of the Corporation’s Articles of Organization, these By-laws, Florida state law, or any other law, rule or regulation, nor shall they have any corporate rights or powers.

## **ARTICLE 4**

### **TAA Board of Directors**

**Section 4.1 Authority.** The TAA Board of Directors is the fiduciary board of the Association and shall oversee its business and affairs. The Board shall have the authority, right, and responsibility for exercising all powers of the Association as permitted by law, the Articles of Incorporation and these bylaws. The Board may adopt such rules and regulations as it deems advisable. In the event of a vacancy on the Board, the remaining Directors may exercise the powers of the full Board until the vacancy is filled.

**Section 4.2 Composition and Election.** The Board of Directors shall consist of up to Eleven (11) elected Directors elected by the Board who are TAA members and up to three (3) at-large Directors appointed by the Board in its discretion. If not already an elected Director, the Designated Representative to the Authors Coalition of America shall be appointed by the Board as one of the potentially three at-large Directors. The Executive Director shall serve as ex-officio, non-voting member of the Board.

**Section 4.3 Qualification.** Directors shall be chosen with a view toward maintaining a diverse and balanced fiduciary board having in aggregate the kinds of skills and life experience which can contribute to the purposes and mission of the Association. These qualifications may include expertise in *education, social service, business, law, finance, development, public relations, community organizing, and a cross section of the community served*. The Board shall ensure its composition is in accordance with the Association's commitment to diversity, equity and inclusion. Each Director must be in a position to attend Board meetings regularly, to serve on committees, to devote a substantial amount of time to the affairs of the Association, and to become and remain acquainted with current developments. Directors must be natural persons who are 18 years of age or older.

**Section 4.4 Election and Terms of Office.** The Board shall conduct the Association's annual election each year by electronic means. Elected Directors who are not officers shall serve for three (3) year terms. No person shall serve as an elected Director for more than three (3) consecutive three (3) year terms, excluding any partial terms filled, without a break in service of at least one year. The terms of the elected non-officer Directors shall be staggered, so that each year approximately 1/3 of the non-officer Directors are elected. The term of office of elected Directors shall begin on the 1st day of July following election. At-large Directors shall be appointed for one (1) year terms and may be reappointed at the pleasure of the Board. The term of office of appointed Directors shall commence on a date specified by the Board and end on the following June 30.

**Section 4.5 Vacancies.** Any vacancy on the Board, however occurring, may be filled by the remaining Directors for the unexpired term of office. If no Director remains, vacancy can be filled on the application of any person, by the circuit court of Pinellas County. In the event of a vacancy on the Board, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

**Section 4.6 Resignation.** Any member of the Board may resign at any time by delivering written notice to the President or Secretary. Such resignation shall be effective upon receipt unless the notice specifies a later effective date. Any Director who fails to attend at least half of all Regular and Annual meetings of the Board without adequate reason and approval of the President, shall be deemed to have delivered his or her resignation as of the close of business of the meeting at which such consecutive failure to attend shall have occurred.

**Section 4.7 Removal.** A Director may be removed from office with or without cause by vote of two-thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard by the Board.

**Section 4.8 Regular Meetings.** Regular meetings of the Board shall be held without call or notice at such places and at such times as the Board may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination. The Association shall have at least three (3) Regular Meetings per year in addition to the Annual Meeting.

**Section 4.9 Annual Meeting.** The Annual Meeting of the Board will be held once a year at such time and place as the Board shall determine. In addition to those prescribed by law, the Articles of Organization, or these Bylaws, further purposes for which an Annual Meeting is to be held may be specified by the Board of Directors or by the President. If an Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an Annual Meeting. Notice of the Annual Meeting shall be given by causing such notice to be sent by e-mail or other means of written communication at least fourteen (14) days before the meeting to each Director's contact information as it appears in the records of the Corporation.

**Section 4.10 Special meetings.** Special meetings of the Board may be held upon the oral or written call by the President, or by at least three (3) Directors, by causing notice to be given by e-mail or other means of written communication, by telephone or in-person at least forty-eight (48) hours before the meeting to each Director's contact information as it appears in the records of the Association.

**Section 4.11 Waiver.** Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director 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 Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 4.12 Quorum and Voting.** A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. At any meeting of the Board at which a quorum is present, a simple majority of those Directors present shall decide any matter, unless a different vote is specified by law, the Articles of Incorporation, or these By-laws.

**Section 4.13 Action without Meeting.** Any action of the Board may be taken without a meeting if a consent in writing setting forth the actions taken and signed by every Director is filed in the minutes of the Board. Such consent shall have the same effect as a unanimous vote. Action taken under this section is effective when the last Director signs a consent unless the consent specifies a different effective date.

**Section 4.14 Meetings by Means of Remote Communication.** Board meetings are generally held remotely. When participating in remote meetings, Directors are deemed present for purposes of quorum and voting. The Association shall implement reasonable means to ensure all Directors have a reasonable opportunity to participate in remote meetings and to vote on matters submitted to the Board, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.

**Section 4.15 Electronic Transmission.** Any written vote, consent, waiver or other action by a Director shall be considered given in writing, dated and signed, if it consists of an

electronic transmission that sets forth or is delivered with information from which the Association can determine (i) that the electronic transmission was transmitted by such Director; and (ii) the date on which such Director transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Association if it has been sent to any address specified by the Association for the purpose, or if no address has been specified, is sent to the Secretary.

**Section 4.16 Committees.** The Board has authority to create such standing and other committees as it, in its discretion, determines to be in the best interest of the Association. The Board shall have an Executive Committee comprised of the Association's Officers and shall appoint the following standing committees: Finance and Audit, Governance, Nominating, and Executive Compensation Committee. The Board shall determine the duties, powers, and composition of all committees, except that the Board shall not delegate to such committees those powers which by law may not be delegated. As requested by the Board, each committee shall submit reports of the actions and recommendations for consideration and approval by the Board. Any committee may be terminated at any time by the Board.

**Section 4.17 No Compensation.** Directors shall serve on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board. Nothing herein precludes payment of reasonable compensation to a Director for services rendered the Association in another capacity.

**Section 4.18 Advisory Boards and Honorary Titles.** The Board, in its sole discretion, may designate persons and groups of persons as advisory boards, honorary members, sponsors, benefactors, contributors, (or such other title as it deems appropriate). In such capacity these groups and persons shall have no right to notice of, or vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no fiduciary duties, other rights or responsibilities.

## **ARTICLE 5**

### **Officers**

**Section 5.1 Enumeration and Qualification.** The Officers of the Association shall also be Directors and shall be the immediate Past President, President, Vice President/President-Elect, a Secretary and a Treasurer and such other officers as the Board shall from time to time designate ("Officers"). The position of President is filled by the previous Vice-President/President Elect. The position of Immediate past President is filled by the previous President.

**Section 5.2 Election and Term.** The Officers shall be elected by the Board of Directors following its annual election. Each Officer shall hold office until a successor shall have been elected and qualified. The immediate Past President, President, Vice President/President Elect shall each hold each office (Vice-President, President, Past President) for a term of two (2) years, for a total of six years. The Secretary and Treasurer may serve up to three (3) consecutive two-year terms. The term of office for elected officers shall commence on July 1 following the election.

If an Officer is elected from the current Board of Directors, the terms of office for Directors set forth in Section 4.4 shall not apply to limit the ability of an Officer to serve up to six years as specified in Sections 5.1 and 5.2.

**Section 5.3. Resignation.** Any Officer may resign at any time by delivering notice to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

**Section 5.4 Removal.** Any Officer may be removed with or without cause by two thirds vote of the Directors then in office, provided that an Officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

**Section 5.5 Vacancies.** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

**Section 5.6 President.** The President shall chair all meetings of the Board and informational meetings of the Members, shall appoint standing and other committees, shall chair the Executive Committee, and shall perform any such other duties as the Board may determine or as are customary to the office of President.

**Section 5.7 Vice President/President-Elect.** The Vice President/President-Elect shall exercise the duties of the President in the absence of the latter, and perform such other duties as the President or the Board shall determine. The Vice President/President-Elect shall succeed as President of TAA.

**Section 5.8 Secretary.** The Secretary shall oversee the proper recording of proceedings of the Association and shall ensure that accurate records are kept of all meetings.

**Section 5.9 Treasurer.** The Treasurer shall oversee the Association funds and records, the establishment of proper accounting procedures for the handling of the Association funds and the performance of an annual or unscheduled review of the books as may be required by the Board.

## **ARTICLE 6**

### **Executive Compensation and Executive Director**

The Board shall adopt an Executive Compensation policy and procedure consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities operating in Florida. The Board shall supervise the Executive Director who, subject to the direction of the Board, shall be the senior manager of the Association and shall be responsible for the day-to-day operations of the Association.

## **ARTICLE 7**

### **Corporate Transactions**

**Section 7.1 Execution of Instruments.** All deeds, leases, transfers, contracts, bonds, notes, orders for the payment of money, notes, evidence of indebtedness authorized to be executed by an Officer of the Corporation in its behalf shall be signed by the President and/or the Treasurer except as the Board may generally, or in particular cases, otherwise determine.

**Section 7.2 Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, brokerages, or other depositories as the Board shall select.

**Section 7.3 Contributions.** The Board or any authorized Officer or agent 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 8**

### **Books and Records**

The Secretary, or any other Officer or staff member of the Association authorized by the Board, shall have charge and custody of, and be responsible for keeping in digital form correct and complete books and records of account; minutes of the proceedings of the Board and the Association. All such digital records of the Association may be inspected by any Director, or agent or attorney thereof, for any proper purpose at any reasonable time. In addition, all such records of the Association may be maintained in electronic or digital format accessible to all Directors and Officers, provided that adequate backup, access restriction, and security methods are employed.

## **ARTICLE 9**

### **Conflicts of Interest**

The TAA Board shall adopt Conflict of Interest Policy and Annual Disclosure Statement to implement this Article and conform with the IRS regulations and Florida law.

## **ARTICLE 10**

### **Personal Liability**

No Officer or Director shall be personally liable to the Association for monetary damages for or arising out of a breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an Officer or Director to the extent that such liability is imposed by applicable law for (i) a breach of the Officer's or Director's duty of loyalty to the Association, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) any transaction from which the Officer or Director derived an improper personal benefit.

## **ARTICLE 11**

### **Indemnification**

The Association shall, to the fullest extent legally permissible, indemnify and hold harmless each person who may serve or who has served at any time as an Officer or Director or Employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided, however, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Association and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE 12**

### **Nondiscrimination**

The Association shall not permit any discrimination or harassment against or by its Directors, Officers, employees, volunteers or agents, including discrimination or harassment on the basis of race, color, religion, gender, gender identity, sexual orientation, national origin, age, disability, pregnancy or a condition related to said pregnancy, including, but not limited to, lactation, or the need to express breast milk for a nursing child, genetic information, marital status, amnesty or status as a covered veteran or any other characteristic protected under applicable federal, state, or local law.

## **ARTICLE 13**

### **Amendments to By-laws**

These By-Laws may be amended by a two-thirds (2/3) vote of the Board.

(End of By-laws)