

# BYLAWS of the T<sub>E</sub>X Users Group (“TUG”)

## Article I PURPOSES, POWERS AND NON-PROFIT STATUS

*Section 1. Purposes.* The T<sub>E</sub>X Users Group (“TUG”) is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, including without limitation, but only to the extent consistent with such purposes, to identify, develop, operate, fund, support, promote and encourage charitable, educational and scientific programs and projects which will stimulate those who have an interest in systems for typesetting technical text and font design; to exchange information of same and associated use of computer peripheral equipment; to establish channels to facilitate the exchange of macro packages, etc., through publications and otherwise; and to develop, implement and sponsor educational programs, seminars and conferences in connection with the foregoing; and for any lawful purpose or purposes permitted under the Rhode Island Non-profit Corporation Act.

*Section 2. Powers.* TUG shall have the power, directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, or convenient to effect any or all of the purposes for which TUG is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. The power of TUG shall include, but not be limited to, the acceptance of contributions in cash, in kind or otherwise from both the public and private sectors.

*Section 3. Non-Profit Status.* The assets of TUG are irrevocably dedicated to the purposes described above, and no part of the net earnings of TUG shall inure to the benefit of or be distributed to its directors, officers, or other private purposes, except that TUG shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article I, Section 1 of these bylaws. No substantial part of the activities of TUG shall

consist of carrying on propaganda or otherwise attempting to influence legislation. TUG shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these bylaws to the contrary, TUG shall not engage in any activities which are not permitted for a corporation which is exempt from federal income tax under Internal Revenue Code section 501(c)(3) or to which contributions are deductible under section 170(c), 2055(a), or 2522(a).

## Article II OFFICES

TUG will have offices at such places either within or outside the State of Rhode Island as may from time to time be determined by the Board of Directors.

## Article III MEMBERS

*Section 1. Constitution.* The members of TUG will be such persons, natural or legal, who will meet such qualifications and requirements (including without limitation payment of initiation fees and dues) as from time to time may be established by the Board of Directors. The Board of Directors will be the sole judge of the qualifications of the members and its determination as to whether a person is or is not a member will be final. The Board of Directors may, in its discretion, create different classifications of members and prescribe different rights, privileges, qualifications or requirements for each class.

*Section 2. Place of Meetings.* All annual meetings of the members and all special meetings of the members called by the President or the Board of Directors will be held at such place, either within or outside the State of Rhode Island, as will be stated in the notice of meeting.

*Section 3. Annual Meetings.* Meetings of the members will be held in conjunction with TUG conferences. Such conferences will normally be held annually; otherwise, an annual meeting of the members will be held on the first Monday of August in

each year if not a legal holiday in the place where it is to be held, and, if a legal holiday, then on the next day following which is not a legal holiday, beginning at 10:00 a.m. or at any other time designated in the notice of the meeting. At each annual meeting, the members will transact such business as may properly come before the meeting. In the event of the failure to hold said annual meeting at any time or for any cause, any and all business which might have been transacted at such meeting may be transacted at the next succeeding meeting, whether special or annual.

*Section 4. Special Meetings.* A special meeting of the members, for any purpose or purposes, may be called by the President or by the Board of Directors. Any such call will state the purpose or purposes of the proposed meeting.

*Section 5. Notice of Meetings.* Written notice of each annual or special meeting stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) will be given by or at the direction of the president, the secretary or the person or persons calling the meeting to each member entitled to vote at such meeting not less than ten nor more than sixty days before the meeting. Business transacted at any special meeting of members will be limited to the purposes stated in the notice of the meeting or any written waiver thereof.

*Section 6. Quorum.* Fifty (50) members present in person, will constitute a quorum at all meetings of the members. If, however, such quorum will not be present at any such meeting, the members entitled to vote thereat will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum will be present. At such adjourned meeting at which a quorum will be present any business may be transacted which might have been transacted at the meeting as originally called. If adjournment is for more than thirty days, a notice of the adjourned meeting will be given to each member entitled to vote at the meeting. When a quorum is present at any meeting, the vote of the holders of a majority of the votes entitled to be cast and present in person will decide any question brought before such meeting, unless the vote of a greater number is required by law. A voice vote will normally be considered sufficient for business actions. A show of hands may be requested when the outcome is in doubt.

*Section 7. Access to Documents.* Nothing in these Bylaws shall be construed to limit the access of TUG members to TUG documents. Members requesting copies of any TUG document may be charged a reasonable copying fee and members requesting publications or mailing lists presented to the public for sale may be charged the same fee as the general public. Members requesting copies of documents to be used in performance of TUG related duties may request that the copying fee be waived. TUG documents include, but are not limited to: contracts, Board minutes, Executive Committee minutes, office procedure manuals, IRS filings, and written communications from or to the TUG office. This section does not authorize the release of any information that federal or state law protects from disclosure.

*Section 8. Lifetime Members.* The Board may award, from time to time, particularly deserving individuals a lifetime membership in TUG. Such individuals shall have all the rights and responsibilities of regular TUG members, such as being entitled to vote in elections and stand for election to the Board, but shall not have to pay any membership fee.

## Article IV DIRECTORS

*Section 1. Powers.* The affairs of TUG will be managed by the Board of Directors.

*Section 2. Number.* The number of directors will be not more than fifteen (15). Under very special circumstances, particularly deserving individuals may be designated as permanent Honorary Members of the Board, without vote, and without being included in the number of directors specified in this section.

*Section 3. Composition.* The Board of Directors will consist of the TUG President, Elected Directors, and Honorary Members.

*Section 4. Honorary Members.* The Grand Wizard, Donald E. Knuth, the Wizard of Fonts, Hermann Zapf, and the Founding Executive Director, Raymond Goucher, are designated as permanent Honorary Members of the Board.

*Section 5. Nominations, Election and Term.* Any member may be nominated for election to the Board by submitting a nomination petition in accordance with the TUG Election Procedures. Election of the directors shall be by mail ballot of the entire

membership, carried out in accordance with those same Procedures. Each director will hold office for a term of four (4) years. Directors may be re-elected for successive terms. Directors need not be residents of the State of Rhode Island.

A Board member who by action or inaction shall be deemed to be no longer working in the interests of TUG may be suspended as Director by a vote of the entire Board, provided that at least 75% of the Board votes in favor of suspension. Any director being suspended as a result of this procedure shall have an automatic right of appeal, which must be exercised within 60 days of delivery of notification of suspension. If no appeal is received within this period, the suspended Director shall be removed from office. In the event of an appeal being lodged within the stipulated period, the Board shall take a further vote, taking into consideration any new evidence advanced in support of this appeal, and shall vote to remove using a procedure otherwise identical to that specified above. Should this vote fail, the suspended Director shall automatically be reinstated to office. A Director removed from office as a result of this procedure shall have the right of appeal to the members in annual general meeting, and shall be reinstated if more than 50% of the members present at the annual general meeting vote in favor of reinstatement. In case of reinstatement, any appointment made to fill the vacancy arising as a result of the exercise of this procedure is thereby annulled.

*Section 6. Meetings.* The Board of Directors may hold meetings, both regular and special, either within or outside the State of Rhode Island. The first meeting of each newly elected Board of Directors will be held at such time and place as will be specified in a notice delivered as hereinafter provided for special meetings of the Board of Directors, or as will be specified in a written waiver signed by all of the directors. Regular meetings of the Board of Directors may be held without notice at such time and at such place as will from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President on two days' notice to each director, either personally or by mail or by telegram. Special meetings will be called by the President in like manner and on like notice on the written request of two directors. Meetings of the directors may be held by means of a telephone conference circuit and connection to such circuit will constitute presence at such meeting.

*Section 7. Vacancies.* Any vacancy occurring on the Board of Directors may be filled by the President. A director appointed to fill a vacancy will be appointed for the unexpired term of his or her predecessor in office. Any place on the Board to be filled by reason of an increase in the number of directors, or by a shortfall in the number of nominees at an election, may be filled by the President for a term of office continuing only until the next election of directors, provided that the number of Elected Directors does not fall below fifty (50%) percent of the number of directors specified in Section 2 of this Article.

*Section 8. Quorum.* At all meetings of the Board of Directors, fifty (50%) percent of Elected Directors will constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by the Rhode Island Non-profit Corporation Act or by the articles of incorporation.

*Section 9. Directors' Consent Vote.* Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting by instead taking a vote by electronic mail, according to the following procedure. Any Board member may submit a motion. Any other Board member may second the motion. Amendments to the motion are allowed, but not amendments to amendments. From the point that the motion on the floor has been seconded, there shall be a one-week period of discussion regarding the motion. At the close of the discussion period, voting shall begin, for a period not to exceed one week. As soon as the number of like votes exceeds fifty (50%) percent of Board members, the vote shall be declared complete. If no majority is reached by the end of one week, and by the end of this period fewer than fifty (50%) percent of Board members have voted, the motion fails; if the fifty (50%) percent requirement is met, a motion shall pass when two-thirds (2/3) of votes cast are in the affirmative.

*Section 10. Committees of Directors.* The Board of Directors may, by resolution adopted by a majority of the Board, designate one or more committees, including an executive committee, each committee to consist of two or more directors appointed by the Board. The Board may appoint one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Except as otherwise

provided by the Rhode Island Non-profit Corporation Act or these Bylaws, any such committee, to the extent provided in the resolution, will have and may exercise all the authority of the Board of Directors; provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Such committee or committees will have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee will keep regular minutes of its proceedings and report the same to the Board of Directors when required.

## Article V COMMITTEES

*Section 1. Executive Committee.* There will be established an Executive Committee which will consist of the President, plus three other directors. It will be the responsibility of the Executive Committee to adopt interim procedures and policies when necessary on behalf of TUG, subject to the ultimate approval of the Board of Directors.

*Section 2. Technical Council.* There shall be a Technical Council consisting of three directors, one of whom shall be appointed Technical Council Chair. The primary purpose of the Technical Council shall be the study of technical issues concerning T<sub>E</sub>X, Metafont, and their auxiliary support systems. The Council shall appoint Technical Working Groups to make recommendations related to specific issues. After evaluation and certification by the Council, the recommendations shall be brought to the Board of Directors for formal recognition. The Grand Wizard and the Wizard of Fonts shall be permanent honorary members of the Technical Council.

*Section 3. Ad Hoc Committees.* The Board of Directors may from time to time, by resolution adopted by a majority of the Board, appoint one or more Ad Hoc Committees to perform such functions as may be designated in said resolution.

## Article VI NOTICES

*Section 1. How Delivered.* Whenever under the provisions of the Rhode Island Non-profit Corporation

Act or of the articles of incorporation or of these Bylaws written notice is required to be given to any person, such notice may be given by mail, addressed to such person at his or her address as it appears in the records of TUG, with postage thereon prepaid, and such notice will be deemed to be delivered, if mailed, at the time when the same will be deposited in the United States mail. Notice may also be given by telegram, by e-mail, or personally to any director.

*Section 2. Waivers of Notice.* Whenever any notice is required to be given under the provisions of the Rhode Island Non-profit Corporation Act or the articles of incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

*Section 3. Specification of Business.* Neither the business to be transacted at, nor the purpose of, any meeting of the members of TUG or of a committee of the Board of Directors of TUG need be specified in any written waiver of notice except as otherwise herein expressly provided.

## Article VII OFFICERS

*Section 1. Number.* The officers of TUG will be a president, a vice president, a secretary, and a treasurer. The Board of Directors may from time to time elect or appoint such other officers including more vice presidents and assistant officers, as it may deem necessary. Any two or more offices may be held by the same person with the exception of the offices of president and secretary.

*Section 2. Eligibility for Nomination.* Any member may be nominated for TUG President, and any director may be nominated for the other Board offices.

*Section 3. Nomination Procedure.* Any member may be nominated for election to the office of TUG President by submitting a nomination petition in accordance with the TUG Election Procedures.

*Section 4. Election and Term.* The president will be elected by the general membership in accordance with the TUG Election Procedures.

All officers shall be selected for a term not to exceed two years. The terms of office and timings of elections may be lengthened or shortened by up to 9 months by the Board of Directors to avoid vacant posts or to avoid serious disruption to the business of TUG.

Officers other than the President shall be appointed by the Board of Directors. Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of TUG will be served thereby.

*Section 5. Election Procedures.* All elections will be conducted in accordance with Election Procedures approved by the Board of Directors. The election of the president shall be by mail ballot of the entire membership. The candidate receiving the most votes will be elected.

*Section 6. President.* The President will preside at meetings of the General Membership, the Board of Directors and the Executive Committee.

*Section 7. Vice President.* The Vice President will serve in the absence of the President and will undertake other administrative duties as designated by the President.

*Section 8. Secretary.* The Secretary will maintain the records of TUG and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary will also conduct TUG correspondence.

*Section 9. Treasurer.* The Treasurer will serve as chief financial officer and in general, will perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or Board of Directors.

*Section 10. Vacancies.* When an office becomes vacant for any reason, the President will appoint a director to serve out the remainder of that term. When the office of the President becomes vacant, the Vice President will become President for the remainder of the President's term and will then, as President, appoint a director to serve as Vice President.

*Section 11. Signing of Instruments.* All checks, drafts, orders, notes and other obligations of TUG for the payment of money, deeds, mortgages, leases, contracts, bonds and other corporate instruments

may be signed by such officer or officers of TUG or by such other person or persons as may from time to time be designated by general or special vote of the Board of Directors.

*Section 12. Voting of Securities.* Except as the Board of Directors may generally or in particular cases otherwise specify, the president or the treasurer may on behalf of TUG vote or take any other action with respect to shares of stock or beneficial interest of any other corporation, or of any association, trust or firm, of which any securities are held by TUG, and may appoint any person or persons to act as proxy or attorney-in-fact for TUG, with or without power of substitution, at any meeting thereof.

## Article VIII

### EXECUTIVE DIRECTOR

*Section 1. Duties.* The Board of Directors shall select and employ an Executive Director who shall be responsible for the general administration of TUG's activities.

*Section 2. Immediate Supervision.* The Executive Director shall work under the immediate direction of the Executive Committee. The Executive Director shall attend meetings of the Executive Committee and the Board of Directors, but shall not be a member of any of these bodies. The presiding officer of any of these meetings may request the absence of the Executive Director.

## Article IX

### SEAL

The corporate seal will have inscribed upon it the name of TUG and such other appropriate language as may be prescribed by the Rhode Island Non-profit Corporation Act or from time to time by the Board of Directors.

## Article X

### FISCAL YEAR

The fiscal year of TUG will be determined by the Board of Directors and in the absence of such determination will be the calendar year.

## Article XI

### INDEMNIFICATION

Any person who at any time serves or has served as a director or officer of TUG or, at the request

of TUG, as a director or officer of another corporation, whether for profit or not for profit, shall be indemnified by TUG and be reimbursed against and for expenses actually and necessarily incurred in connection with the defense or reasonable settlement of any action, suit, legal or administrative proceeding, whether civil, criminal, administrative or investigative, threatened, pending or completed, to which that person is made a party by reason of being or having been such director or officer, except in relation to matters as to which the person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of official duties. Such right of indemnification and reimbursement shall also extend to the personal representatives of any such person, and shall be in addition to and not in substitution for any other rights to which such person or personal representatives may now or hereafter be entitled by virtue of the provisions of applicable law or of any other agreement or vote of the Board of Directors, or otherwise.

## Article XII AMENDMENTS

The power to alter, amend or repeal the bylaws or to adopt new bylaws will be vested in the Board of Directors by affirmative vote of the directors in the manner provided in these Bylaws.

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### Chronicle

#### Amendments enacted

Initial adoption: 1988 annual meeting

[Detail of some amendments requires research.]

September 1990 (Cork):

- Changes to number of Directors (Article IV, Section 2)
  - change from “not less than three” to “not more than 30”;
  - institution of permanent honorary members, without vote.
- Establishment of Donald Knuth and Hermann Zapf as honorary board members (Article IV, Section 3a).
- Non-elected Vice Presidents added to Board (Article IV, Section 3a’)
- Composition of Finance Committee revised (Article V, Section 2)

- outgoing President retained for one year for continuity;
- newly elected officers become members upon election.
- Planning Committee established (Article V, Section 2a)
- Term of officers changed to start on January 1 (Article V, Section 4)
- Addition of statement on supervision of Executive Director. (Article VIII, Section 2)

March 1991 (Dedham):

- Sections renumbered where necessary.
- Added section “Access to Documents”. (Article III, Section 7)
- Composition of Board changed from “nominated” to elected. (Article IV, Section 3)
- Ray Goucher added as honorary. (Article IV, Section 4)
- Nomination and election procedures established. (Article IV, Section 6)
- Procedure for consent vote extended to include e-mail procedure. (Article IV, Section 10)
- Site Coordinator position eliminated. (Article IV, old section 10)
- Composition of Executive Committee changed from officers, to President plus three additional members elected by the Board. (Article V, Section 1)
- Finance Committee eliminated. (Article V, old Section 2)
- Technical Council established. (Article V, Section 2)
- Change in qualification for officers (Article VII, Section 2)
  - only President elected by membership;
  - other officers elected by Board from among Directors.
- Nomination by petition replaced Nominating Committee. (Article VII, Section 3)
- Details of elections removed to separate election procedures document. (Article VII, Sections 4, 5)

July 1991 (Dedham): Election procedures adopted; consequent bylaws amendments not explicitly cited in minutes summary. (Motion 91-61)

February 1992 (Aston): Text establishing Technical Council replaced. (Motion 92-11)

June 1992 (by mail): Change in references to tax code, on recommendation of TUG accountant. (Motion 92-23e)

July 1992 (Portland):

- Changes approved under Motion 92-24:

- replacement of Article XI, Indemnification;
- changes required by new Election Procedures for the Board.
- Changes approved under Motion 92-25:
  - removal of “previous experience” phrase from presidential qualifications;
  - removal of hardship clause from Article IV, Section 6.

## July 1993 (Aston):

- Replacement of Article IV, Section 8, “Special Directors”, and changes to terminology in Sections 3, 5, 9 and 10 resulting from new text adopted in principle under Motion 92-28 and referred to the Bylaws Committee to draft final wording.
- Changes required by revised Election Procedures, specifically, change in text of Article IV, Section 8, concerning vacancies on the Board. (Motion 93-2)
- Clerical changes (Motion 93-3):
  - minor changes in terminology for the purpose of achieving “plain English” text;
  - replacement of “the Corporation” by “TUG”.
  - normalization of upper- and lowercase usage for various titles;
  - insertion of the clarifying modifier “Long-Range” into the committee name in Article V, Section 3;
  - correction of the word “appointment” to “election” (with respect to directors) in Article IV, Section 8;
  - rephrasing of Article VII, Section 3, concerning nomination procedures for the President to parallel those of Article IV, Section 6, for Directors;
  - clarification of qualifications for appointees to fill vacant offices in Article VII, Section 10, by adding “of the Board” to “members”.
- Changes in text establishing Technical Council to clarify that the Board will grant “formal recognition” rather than “ratify” reports from Technical Working Groups forwarded by the Council. (Motion 93-4)

## July 1994 (Santa Barbara):

- Clerical changes (Motion 94-2):
  - replacement in Article IV, Section 3, of the term “elected Board Member” by “Elected Director” to parallel the term “Special Director”;
  - replacement in Article IV, Sections 2, 10 and 11, Article V, Sections 1 and 2, and Article VII, Sections 2 and 10, of the phrases “member(s) of the Board (of Directors)” and “Board Member(s)” by the equivalent term “director(s)”, to normalize usage;
  - rephrasing a sentence in Article IV, Section 10, to avoid the unmodified word “members” when

either committee members or directors may be meant.

- Removal of legacy text in Article IV, Section 3, referring to the composition of the board prior to the first election of directors. (Motion 94-3)

## July 1995 (St. Petersburg):

- Clerical changes (Motion 95-2):
  - removal of reduplicated “may” from Article VII, Section 2;
  - removal from Article VII, Section 4, of obsolete text referring to 1991 annual meeting.
- Elimination of Special Directors (Motion 95-3):
  - removal of Special Directors from list in Article IV, Section 3;
  - elimination of Article IV, Section 5;
  - renumbering of all subsequent sections;
  - in (new) Section 9, rephrase text to eliminate implicit reference to Special Directors in procedure for consent votes.
- Elimination of Long-Range Planning Committee (Motion 95-4):
  - removal of Article V, Section 3;
  - renumbering of Section 4.
- Decrease in total number of Directors (Motion 95-5):
  - change number from 30 to 15 in Article IV, Section 2.
- Change of term of Directors (Motion 95-7, re Election Procedures):
  - change length of term from three to four years in Article IV, new Section 5.

## August 1998 (Torun):

- Procedure for suspension/removal of inactive Directors (Motion 98-6):
  - addition of second paragraph to Article IV, Section 5.

## July 2002 (Portland):

- Streamlining of Directors’ Consent Vote, Article IV, Section 9 (Motion 2002-3):
  - shortening of discussion period from two weeks to one.
  - shortening of voting period from two weeks to one, with vote closed at once if a clear majority votes the same way.
  - change in terminology: “directors” to “Board members”.
  - change from “mail” to “electronic mail” and removal of requirement to confirm results by standard mail.

## October 2002 (by e-mail):

- Change in status from 501(c)(6) to 501(c)(3) (Motion 2002-9)

- to be made if and when the IRS approves the requested change in status.
- change to be applied to Article I, sections 2 and 3.

January 2003 (by e-mail):

- Change in status from 501(c)(6) to 501(c)(3)
  - change in text of Article I, section 1, as provided by lawyer.
  - removal of last sentence of Article I, section 2.
  - change in text of Article I, section 3, as provided by lawyer.
- Clarification of office location
  - rewording of Article II, Offices, from “places both within and outside the State of Rhode Island” to “places either within or outside ...”.

23 February 2005 (by e-mail, motion 2005.3):

- Allow electronic voting
  - change “written mail ballot” to “mail ballot” in Article IV, section 5, and Article VII, section 5.

23 February 2005 (by e-mail, motion 2005.4):

- Editorial fixes
  - Article III, section 7, and Article VIII, section 2: remove references to (no longer extant) Finance Committee.
  - Article VI, section 1: state that notice can be given by e-mail.

23 September 2018:

- Non-content maintenance
  - formatting of top comments;
  - `\soloruntrue` if `\pageno > 900` (due to change in `tugboat.sty`);
  - `\hbadness` for title to avoid underfull hbox message;
  - reformat paragraphs changed from 2005.3&4 to avoid long lines;
  - `\hfuzz` for first paragraph to avoid overfull hbox message;
  - consistently use roman numerals for articles in chronology.

13 December 2019:

- New lifetime membership class
  - Article IV, section 8: new section.

**Pending:**