

CAUSE NO. 23CV0679

JP BRYAN, INDIVIDUALLY, AND AS
EXECUTIVE DIRECTOR OF THE
TEXAS STATE HISTORICAL
ASSOCIATION

Plaintiffs,

V.

NANCY BAKER JONES, INDIVIDUALLY,
AND AS PRESIDENT OF THE TEXAS
STATE HISTORICAL ASSOCIATION

Defendant.

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IN THE DISTRICT COURT OF

GALVESTON COUNTY, TEXAS

10TH JUDICIAL DISTRICT

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FILED

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DISTRICT CLERK
GALVESTON COUNTY, TEXAS

**ORDER GRANTING TEMPORARY INJUNCTION AND
SETTING CASE FOR TRIAL**

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On May ~~19~~, 2023, all counsel in this case appeared for a hearing to convert the Temporary Restraining Order into a Temporary Injunction pending a trial on the merits. Plaintiffs, JP Bryan, Individually (“Bryan”) and JP Bryan in his capacity as Executive Director of the Texas State Historical Association (the “TSHA”)(hereinafter collectively referred to as “Plaintiffs”) appeared by and through their counsel of record, Eric Lipper. Defendants, Nancy Baker Jones, Individually, and in her capacity as President of the TSHA appeared by and through their counsel of record, Christopher Raney (hereinafter collectively referred to as “Defendants”). Plaintiffs and Defendants announced ready to proceed. A record was made, exhibits were admitted, and testimony was given but this was not a final trial.

After consideration of Plaintiff’s Application for Temporary Injunction, the pleadings, the evidence, and arguments of counsel, the Court is of the opinion and concludes that: (a) Plaintiffs have alleged at least one cause of action against the Defendants, and have established a probable right of recovery on at least one claim; (b) unless the Defendants are enjoined as provided herein,



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the Plaintiffs will suffer immediate and irreparable injury, loss, or damage; (c) Plaintiffs have no other adequate legal remedy; and (d) good cause exists to enter this Temporary Injunction.

This Court therefore **GRANTS** Plaintiffs Application for Temporary Injunction.

The Court makes the following additional findings under TRCP 683 to support this Order:

1. Plaintiff, JP Bryan is the Executive Director of the TSHA.
2. The TSHA has a written set of Bylaws that were admitted in evidence.
3. The Bylaws require that the membership of the Board of Directors (the “**Board**”) be balanced substantially between academic and non-academic members.
4. The present Board is not substantially balanced because the makeup is presently 12 academic members compared to 8 non-academic members.
5. With the present number of 20 members of the Board, it is possible to be equally balanced at 10-10.
6. No “unusual circumstances” exist allowing any imbalance on the Board.
7. The requirement of balance is a material part of the Bylaws and the Court cannot speculate why these words were chosen but the concept of balance is easily understood.
8. The Court heard evidence that this distinction between academic members and non-academic members also applies because the presidency of the TSHA is supposed to alternate between groups – the defined groups are easily understood.
9. The Court heard that Jones first became President in 2023 and that is when these disputes rose to the current level.
10. The Court heard of a recent effort by Defendant Jones, on short notice, to conduct a special Board Meeting in San Marcos at which Defendant Jones proposed changes

for a new leadership structure, a Presidential Committee, and a declaration that the Executive Director's position required by the Bylaws be eliminated.

11. Based upon the evidence, and without a temporary injunction, the Defendants are likely to try and change the TSHA in ways that are material. Such actions would deprive the TSHA and its membership of their right to have these sorts of decisions made by a substantially balanced Board. While, at the end of the discussion, the ultimate decisions on these topics may not change, procedurally, the Plaintiffs have made a valid point and they would be irreparably harmed if the Defendants are allowed to proceed under the current posture.
12. Counsel for Plaintiffs explained that he reached out to counsel for Defendants for a proposal to voluntarily resolve the imbalance and the Defendants made no proposal which clarified why Court intervention is necessary.
13. Unless the Defendants are enjoined, the Plaintiffs will have no adequate remedy at law to protect their right to the selection of a substantially balanced Board and to have that balanced Board make the decisions for the TSHA.
14. Because of the obvious effort by Defendants to materially change the TSHA and potentially eliminate the position of Executive Director, injunctive relief is necessary to prevent Defendants from further threatening these types of actions until the Board is substantially balanced.
15. The harm to Plaintiffs is imminent as the Defendants already attempted to call a special meeting on May 1, 2023 that only stopped because of the Temporary Restraining Order.

It is therefore ORDERED, ADJUDGED and DECREED that Defendants, Nancy Baker Jones, Individually, and in her capacity as President of the TSHA, and their agents, attorneys, representatives, or any person acting on their behalf are enjoined from:

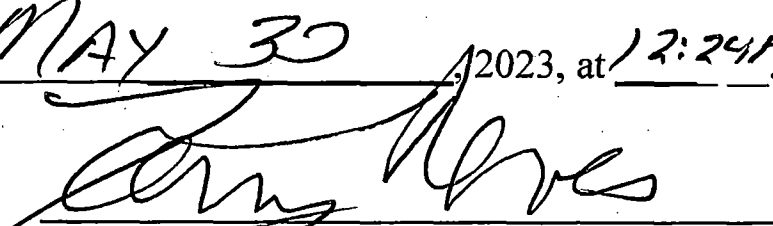
- (a) Conducting any meetings of the Board of the TSHA until this Court determines whether or not the Board of the TSHA is properly constituted; and
- (b) Conducting any meetings of the Executive Committee of the TSHA until this Court determines whether or not the Executive Committee of the TSHA is properly constituted.

It is FURTHER ORDERED, that the parties to this lawsuit are not restrained from otherwise performing their ordinary course duties on behalf of the TSHA or from resolving the imbalance of the Board of Directors in an agreed upon manner. It shall not be an act of contempt to discuss these matters with other members of the TSHA for purposes of resolution or to inform them of the outcome of this proceeding.

Plaintiffs shall post bond in support of the foregoing temporary injunctive relief in the amount of \$500.00 which bond filed in support of the Temporary Restraining Order may be applied against this Order without the necessity of refiling the same.

It is ORDERED that this matter be set for trial on 9/11/23, 2023 at 9:00 AM m.
The pre-trial conference will be on 9/5, 2023 at 9:00 AM m.

The clerk of this Court shall issue a Temporary Injunction in conformity with the law and the terms of this Order.

SIGNED AND ENTERED on MAY 30, 2023, at 12:24 P.m.

JUDGE KERRY NEVES

APPROVED AND ENTRY REQUESTED:

HIRSCH & WESTHEIMER, P.C.

By: /s/ Eric Lipper

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**ATTORNEYS FOR PLAINTIFF JP BRYAN,
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EXECUTIVE DIRECTOR OF THE TEXAS
STATE HISTORICAL ASSOCIATION**