

ASECS Bylaws

Voted for by Membership Oct. 10, 2024
Implementation July 1, 2025

ARTICLE I. NAME

The name of this Society is The American Society for Eighteenth-Century Studies.

ARTICLE II. PURPOSE

- 1) The purpose of this Society is the encouragement and advancement of studies and research on eighteenth-century culture in its broadest sense. The Society is a general not-for-profit corporation and is organized and operated exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of the United States of America (as amended, or the corresponding provisions of any future United States Internal Revenue Law) and must meet requirements set forth under said Code as well as relevant state requirements.
- 2) The Society promotes the exchange of information and ideas among members of the various scholarly fields engaged in eighteenth-century studies through interdisciplinary meetings, publications, joint research, and any other means it may deem appropriate.

ARTICLE III. MEMBERSHIP AND DUES

- 1) Membership in the Society is open to any person or institution interested in the purposes of the Society upon payment of at least one year's dues.
- 2) Only members in good standing have the right to vote, petition, join committees, or hold either elected or appointed office.
- 3) The Board of Directors has the authority to establish and define voting and non-voting categories and qualifications of membership and to determine the dues.

ARTICLE IV. AFFILIATIONS

- 1) The Board of Directors may apply for membership for the Society in appropriate scholarly organizations.

- 2) Applications for affiliation to the Society by local, regional, and other scholarly organizations may be accepted by the Board of Directors when it deems such affiliation appropriate because the nature and activity of the organization reflect the purposes of the Society. The affiliation continues until the Board of Directors accedes to the request of an affiliated society to dissolve the affiliation, or when the affiliated organization has ceased to maintain an active affiliation, or so long as the nature and activity of the affiliated organization reflect the purposes of the Society.

ARTICLE V. BOARD OF DIRECTORS

- 1) The Board of Directors is the governing body of the Society. It comprises the elected and appointed officers; the immediate Past President of the Society; and six additional members elected by the members of the Society for three-year terms, with two members being replaced each year. The Board will reflect ASECS' commitment to diversity among its members, as well as of geographical, linguistic, and scholarly expertise.
- 2) No member of the Board of Directors may hold office for more than one three-year term, except in one of the following cases:
 - a. When a member is elected as an Officer of the Society either during or upon completion of a term on the Board, the member may serve more than a three-year term.
 - b. After a member has passed a period of at least three years without being a voting member of the Board, the member may again be elected to a full three-year term.
 - c. The Immediate Past President is a non-voting ex-officio member of the Board.
 - d. When a vacancy occurs among the members of the Board who are not Officers in the period between elections, the Board may fill the vacancy temporarily with a recent member of the Board. The vacancy must be filled permanently at the next election.
- 3) The Board of Directors determines the policies, manages the property, conducts the business, and cares for the general interests of the Society.
 - a. It fixes the amount of the dues and the date upon which any change of dues becomes effective. Ninety (90) days' notice must be given to membership before a due change becomes effective.
 - b. It appoints the standing committees and such other committees as it deems necessary.
 - c. It may authorize its officers to employ persons to carry on the business of the Society.
 - d. The Board of Directors calls an Annual Meeting at a place and time it deems appropriate. It approves the agenda for the Business Meeting to be held at the time of the Annual Meeting. In emergencies, it has the power to cancel the Annual Meeting or to change its date, location, or modality.
- 4) The Board of Directors meets at least once a year at the time of the Annual Meeting of the Society

and at such other times as it may determine, or at the call of the President, or, if the President is unable to act, at the call of the First Vice President, or, if both are unable to act, at the call of the Second Vice President, or at the written request of at least four voting members of the Board of Directors directed to the Executive Director, who gives at least twenty-one (21) days' notice of the meeting to all members of the Board of Directors.

- 5) A quorum of the Board of Directors is a majority of the voting members, one of whom must be the President, the First Vice President, or the Second Vice President.
- 6) To transact business in the interim between meetings of the Board of Directors, there is an Executive Committee of the Board of Directors composed of the President, the First Vice President, the Second Vice President, the appointed officers, and one other member of the Board, elected annually by the Board. In the conduct of its business, the Executive Committee is subject to the direction of the Board of Directors.

ARTICLE VI. OFFICERS OF THE BOARD OF DIRECTORS

- 1) The elected officers are the President, the First Vice President, and the Second Vice President.
 - a. The President is elected for a one-year term and is ineligible for reelection to this office for five years. Duties of the President include: presiding at meetings of the Board of Directors; convening the Executive Committee of the Board of Directors; presiding at the Business Meeting of the Society at the Annual Meeting; and formulating policies and projects for presentation to the Board of Directors in accord with chartered obligations of the Society.
 - b. The First Vice President is elected for a one-year term and is ineligible for reelection to this office for five years. If the office of President becomes vacant, the First Vice President becomes President. Duties of the First Vice President include assisting the President in carrying out their duties, and other assignments as determined by the Board of Directors.
 - c. The Second Vice President is elected for a one-year term and is ineligible for reelection to this office for five years. The presidential line will reflect ASECS' commitment to diversity among its members, as well as geographical, linguistic, and scholarly expertise. If the office of the First Vice President becomes vacant, the Second Vice President becomes First Vice President. Duties of the Second Vice President include assisting the President and First Vice President in carrying out their duties, and other assignments as determined by the Board of Directors.
- 2) The appointed officers are the Executive Director, the Treasurer, the Secretary, the Graduate Student and Early Career Representative, and the Parliamentarian. Appointed officers are appointed by the Board of Directors for a specified term and may be reappointed. Offices may be combined if the Board of Directors deems that the roles are compatible.
- 3) The Executive Director is the chief administrative officer of the Society. The Executive Director reports to the Board of Directors at the time(s) it designates and is ex-officio member without vote of the Board of Directors and of the Executive Committee of the Board of Directors. The Executive Director is chosen by the Board of Directors and holds office for such terms and under such

conditions as the Board of Directors may specify. Under direction of the Board of Directors, the Executive Director:

- a. oversees the affairs of the Society
 - b. is responsible for the continuing operations of the Society
 - c. supervises the work of its committees, and is an ex-officio non-voting member of all committees, but will not be present for discussion of personnel issues about the Executive Director
 - d. assists in the formulation of policies and projects for submission to Board of Directors
 - e. executes instructions of the Board of Directors
- 4) The Treasurer administers all the financial affairs of the Society. The Treasurer is an ex-officio member of the Board of Directors and of the Executive Committee of the Board of Directors. The Treasurer:
 - a. collaborates with the Executive Director and the staff of the Society in the preparation of the budget and its presentation to the Board of Directors annually
 - b. assists the Executive Director in the preparation of the annual review of the Society's financial position and procedures and reviews the results as needed. If appropriate upon review, the Treasurer may recommend the conduct of a financial audit to the Board of Directors.
 - c. advises the Board of Directors as necessary on the financial implications of Board of Directors' actions
- 5) The Secretary is responsible for the agenda and minutes of the meetings of the Board of Directors and the Executive Committee. This office may be combined with another compatible office. If not combined with another office, the Secretary is a voting ex-officio member of the Board of Directors.
- 6) One representative on the Board of Directors will be a graduate student or early career scholar, normally elected by the caucus devoted to graduate student and early career scholars. If there is no elected chair of that caucus, then the graduate and early career representative is appointed by the Board of Directors. This voting ex-officio member represents graduate and early career scholars on the Board of Directors.
- 7) The Parliamentarian is an ex-officio member of the Board of Directors without vote. The Parliamentarian advises and assists the President or their designee in preparing for and presiding over meetings. Other duties of the Parliamentarian include assisting the Membership of the Society in following these Bylaws and the parliamentary authority adopted by the Society; consulting over changes to the Bylaws; explaining procedures such as how to make motions; advising on how to increase the productivity and efficiency of meetings; and assisting with the coordinating and management of the nomination and election process.
- 8) Removal of Directors elected by the Members. A Director elected by the membership may be removed by the membership in accordance with the law of the state of incorporation by the affirmative vote of two-thirds of the members present and voting at a meeting of members entitled

to vote.

ARTICLE VII. ELECTIONS

- 1) The elections of the Society are conducted annually by an electronic ballot under the direction of the Executive Director.
- 2) Nominations may be made by the Committee or by petition according to the following procedure:
 - a) The Nominating Committee, having ascertained the willingness of each nominee to serve if elected, makes two nominations for each vacancy among the additional members of the Board of Directors and for the office of Second Vice President. The slate of nominees should reflect ASECS' commitment to diversity among its members, as well as of geographical, linguistic, and scholarly expertise.
 - b) The Nominating Committee nominates the First Vice President for President and the Second Vice President for First Vice President if each consents to serve. If the First Vice President does not consent to serve as President, the Second Vice President, if they consent, is nominated for President and the Nominating Committee makes two nominations for the office of First Vice President. If the Second Vice President does not consent to serve as First Vice President, the Nominating Committee also makes two nominations for the office of First Vice President.
 - c) The Nominating Committee makes a report to the Executive Director and Parliamentarian at least seventy-seven (77) days in advance of the Annual Business Meeting. Once approved by the Executive Director, the Committee's report is circulated to the membership at least fifty-six (56) days in advance of the Annual Meeting together with instructions for the use of petitions to nominate for the office of Second Vice President (and, if necessary, First Vice President), and for the additional members of the Board of Directors.
 - d) Nominations by petition for elected members of the Board of Directors may be made by members in good standing and must be delivered to the Executive Director within fourteen (14) days following the publication of the election slate. Valid petitions contain the signatures of at least fifty (50) members in good standing and include a statement from the nominee declaring their willingness to serve if elected. Nominations by petition will be rejected if they violate the Bylaws or other Society policies and procedures.
- 3) The Executive Director prepares a ballot with the names proposed for Officers of the Society and for elected members of the Board of Directors by the Nominating Committee as well as names proposed by valid petition for an elective office except President and First Vice President (unless these offices are vacant). The Executive Director provides voting instructions to all those eligible to vote at least twenty-eight (28) days prior to the Business Meeting held at the Annual Meeting. A report of all valid electronic ballots received is presented to the Board of Directors by the Executive Director.
 - a) The candidate nominated for President is declared elected, and unless there is a contest for the office of First Vice President, the candidate nominated for that office is declared elected.

- b) The qualified candidate receiving the highest number of votes for the office of Second Vice President is declared elected.
 - c) The qualified candidate(s) receiving the highest number of votes for the vacancies on the Board of Directors are declared elected.
 - d) In the event that balloting results in a tie, the Board of Directors votes to resolve the tie.
 - e) The Executive Director announces the results of the balloting to the Board of Directors and at the Business Meeting held at the Annual Meeting.
- 4) Officers and elected members of the Board, including the immediate Past President, begin their term of office on the first day of July following their election. If the office of Second Vice President or any seat on the Board of Directors (except that of immediate Past President) becomes vacant before the scheduled election to that position, the Board of Directors, in consultation with the Nominating Committee, appoints a member of the Society to fill that office or seat until the next scheduled election. At that time, the Nominating Committee ensures that there are at least two candidates for any office or seat so filled, including that of the Second Vice Presidency or member of the Board.

ARTICLE VIII. COMMITTEES AND ADDITIONAL APPOINTIVE POSITIONS

- 1) The Board of Directors may, at its discretion and for such terms of office as it may decide, appoint ad hoc committees, and create additional positions.
- a) Members of such committees and holders of such appointive positions may serve as consultants to the Board of Directors but have no vote at Board meetings unless they are members of the Board of Directors.
 - b) The Board of Directors defines the duties of all standing and ad hoc committees and of the additional positions it creates. The Executive Director is ex-officio member of all committees and informs the members of the Society of the Board's actions and of the actions of these committees through a newsletter or by any other appropriate means.
- 2) The Standing Committees of the Society are as follows:
- a) The Board of Directors appoints a Committee on the Annual Meeting, composed of members representing the range of intellectual interests of the membership and the Society's fundamental commitment to diversity of scholarly expertise.
 - b) The Nominating Committee, consisting of at least three members of the Society, is constituted annually by the Board. The Chairperson of the Committee is appointed by the Board. Nominating Committee members may not simultaneously serve as Board members. The Nominating Committee is charged with producing an annual slate of candidates that reflects the diversity of ASECS members and their geographical, linguistic, and scholarly expertise; and advances the society's commitment to multidisciplinary.
 - c) The Committee on Anti-Harassment is charged with investigating, and adjudicating complaints

from any participant in an ASECS-sponsored activity regarding the violation of the Policy.

ARTICLE IX. MEETINGS

- 1) The Annual Meeting is conducted under the direction of the Board of Directors in recognition of and on behalf of the scholarly interests of the members of the Society. The Annual Meeting of the Society will be held at a time and place determined by the Board of Directors; normally, twelve months' notice of the place and time is given to all members. In an emergency, the Board of Directors has the power to cancel or change the date, location, or modality of the Annual Meeting.
- 2) Other special meetings of the Society may be arranged at the discretion of the Board of Directors, but no business affecting the whole membership of the Society may be discussed or concluded at such meetings unless advance notice of 30 days has been given to all members.
- 3) The Board of Directors calls a Business Meeting open to all members in good standing, to convene at the time of the Annual Meeting.
- 4) Quorum is 5% of the Society's members in good standing. The Executive Director, with the approval of the Board of Directors, establishes a means of identifying members in good standing who attend and wish to vote at the Business Meeting of the Annual Meeting.

The Business Meeting may consider resolutions and deal with proposals of any kind concerning the affairs of the Society, including approval of officers appointed by the Board of Directors, and exercise any power not reserved to the Board of Directors, the Nominating Committee, the Committee on the Annual Meeting, and the elected and appointed Officers of the Society.

Any member of the Society may, subject to the following rules, present resolutions at the annual Business Meetings. Resolutions must be received by the Executive Director at least thirty (30) days before the annual Business Meeting, and must be signed by at least fifty (50) members in good standing of the Society. Resolutions must deal with matters of concern to the Society, to scholarship, or to the academic profession. Normally, resolutions will be placed on the agenda in the order in which they are received, but resolutions that reach the office of the Executive Director in time to be published immediately before the Annual Meeting may, at the discretion of the Executive Committee, be published in the Program. The Board of Directors may also, at its discretion, associate any resolutions offered by a member with any item of business on the agenda.

- a. Measures adopted by the Business Meeting are referred to the Board of Directors for acceptance, dissent, or veto within thirty (30) days of their adoption. A majority vote of the Board is required to accept, dissent from, or veto measures adopted by the Business Meeting.
- b. The Board of Directors must veto any measure adopted by the Business Meeting that it believes to be in violation of these Bylaws or which, on advice of counsel, it judges to be in violation of state or federal law. The Board will publish an explanation of such a veto.
- c. The Board of Directors may vote to dissent from any measure adopted by the Business Meeting. Within sixty (60) days of the adoption of a measure at the Business Meeting with which it does not concur, the Board must publish its opinion of each measure at the

Business Meeting from which it dissents and submit such measures to the entire membership by means of an electronic ballot. If approved by a majority of the members participating in the electronic ballot, the measure becomes binding on the Society. The Executive Director manages the vote and reports the results to the Board of Directors.

- d. The Board of Directors may postpone (until the next Business Meeting at the Annual Meeting) the implementation of any measure adopted at a Business Meeting and/or approved by an electronic ballot if in its judgment that measure is not financially or administratively feasible or contrary to or a violation of the law. The Board must publish an explanation of such a postponement and place the matter on the agenda at the next Business Meeting. No such postponement may continue more than eighteen months.

ARTICLE X. AMENDMENTS AND DISSOLUTION

- 1) Motions to adopt new Bylaws for the Society or to amend the existing Bylaws may be initiated by action of the Board of Directors or by action of the annual Business Meeting with the concurrence of the Board of Directors, or, if the Board of Directors dissents, by vote of the membership.
- 2) Any proposal to adopt new Bylaws or to amend existing ones requires a 2/3 vote of members present and voting of the Society or a two-thirds vote of those voting on the issue provided that at least ten percent (10%) of the membership have voted. The proposal must be sent to all members thirty (30) days before the Business Meeting or any vote. A resolution passed by the Business Meeting at the Annual Meeting of the Society changing the Bylaws will be dealt with by the Board of Directors in the same manner as are other resolutions adopted at the Business Meeting.
- 3) Motions to dissolve the Society may be initiated by the Board of Directors or by resolution adopted at the Business Meeting at the Annual Meeting of the Society. Such resolutions must be submitted for approval by means of an electronic ballot to members in good standing and must be approved by two-thirds vote of those voting on the resolution. A period of forty-five (45) days must be allowed for balloting on such a resolution. The Executive Director manages the vote and reports the results to the Board of Directors.

In case of the dissolution of the Society, the Board of Directors selects a not-for-profit exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of the United States of America, as it may then be amended for scholarly or educational purposes similar to those of the Society, to receive any assets remaining after the obligations of the Society have been paid.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The current edition of *The American Institute of Parliamentarians Standard Code of Parliamentary Procedure* governs this Society in all parliamentary situations that are not provided for in these Bylaws.