

Constitution and Bylaws

*of the Renaissance Society of America
as amended 28 March 2003 at the
49th Annual Council Meeting held in
the Colony Toronto Hotel, Toronto, Canada*

CONSTITUTION

ARTICLE I. NAME.

The name of this Society shall be THE RENAISSANCE SOCIETY OF AMERICA. The Society shall be a corporation.

ARTICLE II. PURPOSE.

SECTION 1.

The purpose of this Society shall be the advancement of learning in the field of Renaissance studies, and especially the promotion of interchanges among the various fields of specialization, such as art, architecture, bibliography and the book arts, the classical and modern literatures, history, music, medicine, law, philosophy, religion and theology, the sciences, and any other fields of learning which can deepen or broaden understanding of the Renaissance period.

SECTION 2.

It shall be the purpose of the Society to effect this advancement of learning and these interchanges between the disciplines by sponsoring or initiating suitable projects, both of research and of bibliography; and by publication; and by assisting and encouraging discussion groups, especially affiliate societies and local groups; and, where possible, by helping to arrange exchanges of speakers between these groups.

SECTION 3.

The promotion of interchanges shall not be limited to the United States of America, but shall be extended to include co-operation with individuals and groups abroad, both to increase the effectiveness of American scholarship and to promote understanding through development of common interests. The Society purposes, where convenient, to affiliate with foreign groups and societies.

ARTICLE III. MEMBERSHIP.**SECTION 1.**

The Society shall consist of individuals and institutions that have paid current dues to the Treasurer of the Society. Individual members shall be considered full members with voting privileges whether they be regular, dual, retired, student, patron, or benefactor members. Institutional members shall have all privileges except that of voting. Provision for non-dues-paying members (honorary, corresponding, etc.) may be made in the bylaws, but they shall not be voting members.

SECTION 2.

FOUNDERS. Those members who signified their intention of joining the Society, and paid their dues, before March 1, 1954, shall be known as **FOUNDERS**.

SECTION 3.

CHARTER MEMBERS. Those members who joined the Society within the first calendar year, i.e., before January 1, 1955, or who paid dues from the first year, shall be known as **CHARTER MEMBERS**.

SECTION 4.

No special rights or privileges shall derive from the status or designation of **FOUNDER**, or that of **CHARTER MEMBER**.

SECTION 5.

Each dues-paying member of the Society shall be entitled to receive one annual subscription to any regular periodical publication issued by the Society. Occasional and special publications which may be issued from time to time will be distributed as the Executive Board determines.

ARTICLE IV. ORGANIZATION.**SECTION 1.**

The governing body of the Society shall be an Executive Board assisted by a Council. The Executive Board shall be the Board of Directors of the Corporation.

SECTION 2.

The Executive Board shall consist of the President, the Vice President, the Executive Director, the Treasurer, the following *ex officio* members: the trustees, the ACLS delegate, and the ex-president in the two years succeeding his or her term of office; and the Chairs of the six standing committees, as follows: 1. Committee on

Constitution and Bylaws; 2. Committee on Membership; 3. Committee on Affiliates and International Cooperation; 4. Committee on Development; 5. Committee on Publications; 6. Committee on Electronic Media.

SECTION 3.

The Vice President shall be elected to serve for two years after which he/she shall become President, in which capacity he/she shall serve for two years and shall not succeed himself/herself.

SECTION 4.

The Vice President of the Society shall be elected by the Council of the Society on the basis of candidates named by a nominating committee. The nominating committee consists of five members and the Executive Director, who chairs the meeting but does not vote. Three of these members are to be elected by the Council and two by the Executive Board. The Council chooses its three members at the annual meeting in alternate years. The Executive Board chooses its two members in the subsequent October meeting of the Executive Board. The nominating committee is charged with preparing a slate of three candidates for Vice President. The election will be held early in the following February by mail ballot. The results of the election will be announced at the next annual meeting when the Vice President assumes office.

SECTION 5.

The Executive Director shall be elected for three years, but may be re-elected.

SECTION 6.

The Treasurer shall be elected for three years, but may be re-elected.

SECTION 7.

The Chair of the Electronic Media Committee shall be *ex officio* the director of Iter with no term limit as chair of the Electronic Media Committee.

SECTION 8.

The Chairs of the six standing committees shall be elected for three years, but may be re-elected for one additional term to the same chair.

SECTION 9.

The Council shall meet at least once a year and shall consist of two representatives from each affiliate society and one from each local group, representatives of disciplines representing as many specializations, or disciplines, as appropriate, and the members of the Executive Board.

SECTION 10.

The affiliate societies and local groups shall choose their own representatives and fix terms of office.

SECTION 11.

The representatives of disciplines shall be nominated by the Executive Board and elected for three years by vote of the individual members of the Society. The Executive Board shall nominate, by disciplines, at least twice as many candidates as are to be elected. Representatives of disciplines may be re-elected.

SECTION 12.

Members of the Council may be represented at annual meetings by substitutes with voting power.

SECTION 13.

A group of Trustees, between three and six, who shall administer the endowment and permanent funds of the Society, shall be elected by the Executive Board for three years, except as provided in the bylaws. Trustees may be re-elected.

ARTICLE V. DUTIES OF THE OFFICERS.**SECTION 1.**

The President of the Society shall be *ex officio* Chair of the Council and of the Executive Board. The Executive Director shall serve as Secretary of both the Council and the Board.

SECTION 2.

The President of the Society shall call meetings of the Executive Board, and of the Council, and of the Society as a whole, or shall authorize the Executive Director to do so.

SECTION 3.

The Executive Board shall prepare the agenda for meetings of the Council.

SECTION 4.

In the absence of the President, the Vice President shall preside at Council and Board meetings. In the absence of both, the Executive Director shall preside at these meetings.

SECTION 5.

The Executive Board shall be responsible for the general policies of the Society between meetings of the Council and shall report on its activities at the annual meeting of the Council. A summary of the proceedings of the annual meeting of the Council shall be published in *Renaissance Quarterly*.

SECTION 6.

The Executive Board shall have authority to undertake projects in the name of the Society and to act for the Society in establishing relationships with other societies or institutions when such relationships fall within the avowed purposes of the Society.

SECTION 7.

The Executive Board shall control disbursements and shall order an annual audit of the Treasurer's accounts.

SECTION 8.

The Executive Board shall not have power to incur a debt in excess of the current resources of the Society, nor shall it have the power to commit any future resources of the Society, except insofar as contracts for the publication of a newsletter, journal, online bibliography, or book shall constitute such a forward commitment.

SECTION 9.

The Executive Director shall keep the minutes of all meetings of the Council or arrange for keeping them, and all decisions of the Executive Board shall be recorded and the record distributed to all members of the Executive Board before the next regularly scheduled meeting of the Board.

SECTION 10.

The Executive Director shall keep, in duplicate, a record of all actions taken by the Executive Board, and of all recommendations and proposals received from the Council, and these records shall be available for consultation by any member of the Society at the headquarters of the Society. One set shall not be taken out of the headquarters office. Both sets must be turned over, intact, by the retiring Executive Director to his successor, and must be preserved by each and every succeeding Executive Director.

SECTION 11.

In order to preserve records, all outgoing officers, including Editors and Chairs of standing committees, shall deposit their records in the office of the Society, and their successors shall have access to records so filed, with power to abstract any necessary

papers, but with the understanding that anything so abstracted shall be returned to the file at the end of their terms of office, or sooner.

SECTION 12.

The Treasurer shall perform the usual duties of a Treasurer and shall ensure the keeping of adequate accounts. The Treasurer shall be responsible for relations with the authorities who regulate non-profit corporations.

SECTION 13.

The Executive Board shall designate the signers of checks and withdrawal orders on the Society's bank accounts, with the provision that two signers shall be required of each instrument, unless those empowered to sign singly are bonded.

SECTION 14.

Duties of the Chairs of the six standing committees.

1. **Committee on Constitution and Bylaws:** The Chair of this committee shall be responsible for the formulation of amendments and bylaws, and shall serve the Executive Board as a consulting body with regard to the constitutional affairs of any society or group in the formation of which our Society may take part or of which it may become a member.
2. **Committee on Membership:** The Chair of this committee shall be responsible for increasing the membership of the Society.
3. **Committee on Affiliate Societies International Cooperation:** The Chair of this committee shall be responsible for promoting the interests of affiliate groups and societies and for facilitating their relations with each other and with the Society's Executive Board and Council. The Chair of this committee shall be empowered to propose corresponding members abroad who are not members of the Society and to recommend honorary members among distinguished foreigners. He/she shall negotiate affiliation with foreign groups and societies. He/she is not empowered to commit the Society without consulting the Executive Board. Decisions of the Society shall be submitted to the Council.
4. **Committee on Development:** The Chair of this committee shall represent the Society in all dealings with individuals or foundations, for the purpose of securing funds for the projects and activities of the Society, including capital funds.
5. **Committee on Publications:** The Chair of the Publications Committee should identify important out-of-print material, encourage the translation and edition of Renaissance writings in the classical languages, and report potential publications to the Board for approval.

6. **Committee on Electronic Media:** The Chair will be responsible for the online bibliography. The Chair of this committee shall oversee the creation of a “homepage” for the RSA on the World Wide Web and shall periodically update this page with pertinent information about the Society and its affiliated organizations. He/she shall seek out ways of using e-mail and the Web to enhance communication among members of the Society and to bring information about the Society’s activities to potential members around the world.

7. The slates of the committees’ Chairs shall be subject to the approval of the Executive Board.

ARTICLE VI. PUBLICATIONS.

SECTION 1.

The Executive Board shall constitute a Committee on Publications with final responsibility for publications issued in the name of the Society.

SECTION 2.

No part of the Society (section, conference, group, or individual) shall be entitled to issue publications in the name of THE RENAISSANCE SOCIETY OF AMERICA without formal permission of the Executive Board.

SECTION 3.

The Society shall publish a journal, the content of which shall be as the Executive Board deems appropriate.

SECTION 4.

The Executive Board may undertake any publication which it considers suitable and for which it has the funds available. It may undertake long-range projects, involving future commitments, only after consulting the Council at an annual meeting.

SECTION 5.

The Executive Board may sponsor projects recommended either by ad hoc committees or by permanent committees that may be created as new areas requiring expertise and attention emerge. These projects may be sponsored in conjunction with other learned societies. The Executive Board may accept funds for special purposes, provided the Board has approved those purposes and has consulted with the relevant committees.

SECTION 6.

The Editor or Editors of *Renaissance Quarterly*, or any other periodical, or any series published by the Society shall be *ex officio* members of the Executive Board.

ARTICLE VII. AFFILIATE SOCIETIES AND LOCAL GROUPS.**SECTION 1.**

The existing affiliate societies shall be entitled to representation on the Council of this Society so long as they remain active, that is, so long as they hold meetings at least once in every two-year period (except where suspension of activities is due to war or other national emergency) and send duly elected or appointed delegates to the annual meeting of the Council.

SECTION 2.

New affiliate societies may secure representation on the Council by applying to the President of the Society for such representation. The Council will vote at its next meeting on the application. The new group may send one or two observers who are members of the Society, to represent it before the Council.

SECTION 3.

No one who is not a member of the Society may be a member of the Council, including members of affiliated societies.

ARTICLE VIII. AMENDMENTS.**SECTION 1.**

Adoption of a new constitution, or of amendments to the existing constitution, proposed by the appropriate committee, must be notified to the members of the Council at least six weeks in advance of the annual meeting and shall require for adoption a two-thirds majority of the voting members present at the meeting.

SECTION 2.

Except as otherwise provided in this section, bylaws proposed by the appropriate committee must be notified to the members of the Council at least six weeks in advance of the annual meeting, but shall require for adoption only a simple majority of the voting members present at the meeting.

SECTION 3.

Voting by proxy shall be permitted.

SECTION 4.

In any procedure left in doubt by the constitution, Robert's *Rules of Order* shall govern the Society.

ARTICLE IX. DISSOLUTION OF THE SOCIETY.

The Society may be dissolved only at a special meeting called for the purpose, and in the manner prescribed by the laws of the State of New York, by vote of three-fourths of the members. Subject to compliance with the applicable provisions of such laws, upon any such dissolution of the Society, all its property remaining after satisfaction of all its obligations shall be distributed to such one or more organizations, funds, or foundations, organized and operated exclusively for charitable, scientific, literary, or educational purposes (no part of the net earnings of which inures to the benefit of any private shareholder, member, or individual, and which does not carry on propaganda or participate or intervene in any political campaign), as the Executive Board of the Society may elect.

BYLAWS**To ARTICLE III. MEMBERSHIP.****SECTION 1.**

Categories of individual membership shall be regular, retired, student, dual, patron, and benefactor. Membership shall be regarded as beginning with the 1 January preceding admission. Annual dues shall be payable each January, and any member in default thereof after 1 March shall be considered delinquent in dues. A delinquent member shall be dropped from the membership. Reinstatement may be effected by payment of current dues plus dues of any unpaid-for publications received. Changes in these provisions may be made by the Council as provided in Article VIII, Section 2. Annual dues of individual and institutional members as at present fixed may be changed by action of the Executive Board.

SECTION 5.

A new member shall receive periodical publications by the calendar year.

To ARTICLE IV. ORGANIZATION.**SECTION 2.**

A quorum shall consist of five voting members of the Board, at least one to be the President or the Executive Director.

SECTION 3.

In the first year, the nominating committee shall be appointed by the Executive Board at least four months before the annual meeting.

SECTION 4.

Vacancy in the presidency shall be filled by the Vice President. Should vacancies occur in both offices during the year, the presidency shall be filled by election by the Executive Board until the next Council meeting.

SECTIONS 5-6.

Vacancies shall be filled by the President with the consent of the Executive Board until the next Council meeting.

SECTION 7.

A. The annual meeting of the Council shall be held during the annual spring meeting of the Society.

B. By the term "local group" is meant any inter-university seminar, institute, or colloquium, or any group formed about museums, libraries, or similar cultural institutions, meeting regularly at intervals of once a month or more often.

C. The specializations or disciplines to which consideration shall be given are: History of Art; Church History and Theology; Bibliography, Paleography, and Printing; History of Classical Tradition; Emblem Studies; Hebraica; History; History of Law and Political Thought; History of Medicine; History of Science; English Literature; French Literature; Hispanic Literature; Germanic Literature; Italian Literature; Comparative Literature; Music; Performing Arts and Theater; Philosophy; Rhetoric; and such other disciplines as the Executive Board may from time to time decide. To fill vacancies among the representatives of disciplines between elections, the Executive Board shall call upon the person(s) who received at the last election the next highest vote for the vacant post(s).

SECTION 9.

When a member of the Council cannot fill his or her term, the Executive Board shall call upon the person(s) received at the last election the next highest vote for the vacant post.

To ARTICLE V. DUTIES OF THE OFFICERS.

SECTION 2.

Notices of annual meetings of the Council shall be mailed six weeks in advance of each meeting.

To ARTICLE VI. PUBLICATIONS.

The editors of all publications shall be appointed by the Executive Board.