

Bylaws
Of the
Eighteenth-Century Scottish Studies Society, Inc. (ECSSS)

January 1989 (revised June 2024)

Article I

Names

Section 1. The organization shall be known as the Eighteenth-Century Scottish Studies Society, Inc.

Section 2. It shall also be known by the acronym ECSSS.

Article II

Purpose

Section 1. The sole objective of this society shall be to promote the study of eighteenth-century Scottish history, thought, and culture. As such, the society is formed exclusively for literary, scientific, and educational purposes, in the sense of section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 2. The society shall be interdisciplinary in nature.

Section 3. (a) No part of the net earnings of the society shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the society shall be authorized and empowered to pay reasonable compensation and to make payments and distribution in furtherance of the purposes set forth herein;

(b) No substantial part of the activities of the society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

(c) The society shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under 501(c)(3) of the United States of America's Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under 179(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law).

Article III

Affiliations

Section 1. ECSSS is an Affiliated Society of the American Society for Eighteenth-Century Studies (ASECS), a non-profit, interdisciplinary, scholarly organization incorporated under 501(c)(3) in the state of Illinois. It is also an Affiliated Society of the Canadian Society for Eighteenth-Century Studies.

Section 2. ECSSS reserves the right to establish formal or informal affiliations with other non-profit, scholarly societies and educational institutions, as determined by the Board.

Article IV

Board of Trustees

Section 1. The activities of the society shall be managed by the Board, which shall consist of from three to thirteen trustees (the "Board").

Section 2. The president, vice president, and executive director shall be trustees.

Section 3. The term of trustees shall be four years except the term of the executive director shall be six years. The term of office may be altered by majority vote of the membership but shall in no case exceed six years.

Section 4. New trustees who are not officers shall be elected by the membership at the annual business meeting. Prior to the election of new trustees, the Board shall submit names of members recommended for election as trustees, though other members may be nominated from the floor. Trustees must be members in good standing of ECSSS at the time of their election and must remain so throughout their term(s). There shall be no limit on the number of consecutive terms that trustees may serve.

Section 5. Individual trustees may be removed for cause by majority vote of all trustees, Vacancies created by removal for cause, resignation, or death shall be filled by appointment of the president. A trustee so appointed holds office until the next regularly scheduled election.

Section 6. The Board shall normally meet once each year, during the week of the annual business meeting, at a specific time and place determined by the executive director. Other Board meetings may be held if necessary. In the event that the Board is unable to meet in a given year, the executive director shall see to it that all trustees are informed of, and if necessary have the opportunity to vote on, all major actions under consideration by the society.

Section 7. A majority of the trustees shall constitute a quorum for the transaction of business.

Section 8. The trustees may participate in a meeting of the Board by means of a telephone conference call, online meeting or any other means of communication.

Article V

Committees

Section 1. The Board shall have the authority to create, appoint, regulate, and disband committees of members and/or trustees as it deems necessary. Such committees shall have and may exercise the authority of the Board, except that no committee shall make, alter or repeal any bylaw of the society; elect or appoint any officer or trustee or remove any officer or trustee; submit to members any action requiring the approval of members; amend or repeal any resolution previously adopted by the Board. The Board, by majority resolution, may fill any vacancy in such committees; appoint one or more persons to serve as alternate members of such committees; abolish any such committees at its pleasure; or remove any members of such committees at any time, with or without cause.

Section 2. A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairman unless the resolution of the Board establishing such a committee designates the chairman, in which case, in the event of a vacancy in the chairmanship, the Board shall fill the vacancy. Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the Board at its next meeting following such committee meeting.

Article VI

Members

Section 1. All individuals paying annual dues, as designated by the Board shall be members of this society, with full and equal rights, including the right to vote at annual meetings. They shall receive all newsletters and appropriate mailings of the society. Should the Board determine that certain categories of members, such as postgraduate students, are entitled to membership without payment of dues, individuals who qualify for that category of membership need only inform the executive director each year in order to enjoy the rights and privileges of full membership.

Section 2. Institutions paying designated annual dues (which shall be twice as much as dues charged to individual members) shall be *institutional members*. As such, they shall be entitled to receive all newsletters and appropriate mailings of the society.

Section 3. the membership year shall be the calendar year, from 1 January through 31 December.

Section 4. The Board may designate certain members residing outside the United States *corresponding members*. Such corresponding members will be invited to contribute to the society's newsletter relevant information from their particular geographical areas.

Article VII

Officers

Section 1. The elected officers of the society shall be: president; vice president; executive director (whose duties shall include those of treasurer); and two early career representatives. The Board

shall also reserve the right to appoint other officers such as newsletter editor, website manager, and North American or UK treasurer.

Section 2. Officers must be members in good standing of the society at the time of election and throughout their terms of office.

Section 3. All elected officers shall be elected for two-year terms except the executive director, whose term shall be six years. Since the annual meeting of the society may be held in different months and seasons, the word "year" is here understood to mean the period from the end of one annual meeting to the end of the next annual meeting.

Section 4. The duration of officer's terms of office may be altered by majority vote of the membership.

Section 5. All elected officers shall enter upon their terms of office on the first day following the conclusion of the meeting at which they were elected.

Section 6. Any two or more offices may be held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these bylaws to be executed, acknowledged or verified by two or more officers.

Section 7. The Board, by resolution adopted by a majority of trustees, may remove any officers, with or without cause.

Section 8. The duties and authority of the elected officers shall be determined from time to time by the Board. Subject to any such determination. The elected officers shall have the following duties and responsibilities:

(a) The president shall preside at all meetings of the members and at all meetings of the Board and shall play a leadership role in defining and implementing the policies of the society. The president shall, whenever possible and appropriate, represent the society at the meetings and conferences of other scholarly organizations, including the annual meeting of Affiliated Societies of the American Society for Eighteenth-Century Studies. In the event that any other officer or trustee shall be unable to perform his/her duties, the president shall appoint a replacement until an election can be held at the next business meeting of members.

(b) The vice president shall, in the absence of the president, preside at meetings of the society and represent it at the meetings and conferences of other scholarly organizations, as noted above. The vice president shall also perform such other duties as may be assigned by the president of the Board.

(c) The executive director shall serve as chief executive officer of the society, shall have general charge and supervision over and responsibility for the funds and affairs of the society, and shall serve as corporate agent of the society. In these capacities the executive director shall: (1) have general charge of managing the activities of the society, subject to the determinations of the meetings of the general membership and the Board; (2) collect dues and other revenues, deposit or invest same in the name of the society, disburse funds for the society's expenditures; (3) maintain all membership and corporate records; (4) submit to each annual meeting a report on the society's finances, membership, and general state of affairs; (5) have responsibility for distributing to all members the society's newsletter; (6) negotiate on behalf of the society with publishers, business agents, other societies, and other parties with which the society may have professional or business dealings; (7) assume or assign the duties of president and vice president in the event that both of those officers are unable to perform them.

(d) The early career representatives shall be drawn from among ECSSS members who are postgraduate students and early career researchers.

Article VIII

Business Meetings

Section 1. Business meetings of the society's members shall be held annually, either at the annual meeting of the society or at another time and place determined by the Board. The executive director shall inform members of the time, place, and purpose of business meetings not less than 10 days before each meeting.

Section 2. Additional business meetings may be held as deemed necessary by the Board or the general membership of the society.

Section 3. Five members of the society shall constitute a quorum, provided that at least two of the members present are officers.

Section 4. The president shall preside at all business meetings. Each business meeting shall follow an agenda prepared by the executive director and approved by the Board.

Section 5. At each meeting the executive director shall produce a complete, alphabetically arranged list of names and addresses of members entitled to vote at the meeting.

Section 6. Minutes shall be kept by a member appointed for that purpose by the executive director.

Section 7. At the beginning of each business meeting, minutes of the last business meeting shall be read, amended as necessary, and approved by the membership.

Article IX

Election of Officers

Section 1. The Board shall nominate candidates before each election. Additional nominations may be made from the floor prior to the voting.

Section 2. The election of all officers except executive director shall be held at the society's annual meeting in even-numbered years. The election of executive director shall be held at the society's annual meetings at six-year intervals beginning in 1988. These procedures may be altered, however, by majority vote of the membership.

Section 3. Nominees in each category receiving the highest number of votes shall be declared elected.

Section 4. Voting shall be by show of hands or voice, according to the preference of the president or presiding officer, unless a member requests a vote by ballot.

Section 5. Any member who is unable to be present at an election may submit a vote in writing to the president or executive director prior to the election.

Section 6. Voting for officers shall begin with the office of president and follow the order of officers listed in Article VII, Section 1. When a new president has been elected and the floor is open for

nominations for vice president, the president or other presiding officer shall invalidate any nomination for vice president of a member whose primary academic discipline is the same as that of the president-elect.

Section 7. In case of vacancy in the office of president, the vice president shall succeed to the office. In case of vacancy in the offices of vice president, executive secretary, or early career representatives, the vacancy shall be filled first by presidential appointment, and subsequently by the vote of the membership at the next business meeting.

Article X

Diversity of Board and Officers

Section 1. In keeping with the interdisciplinary nature of the society, the Board members at any given time shall include representatives of at least three different academic disciplines.

Section 2. The president and vice president shall not be members of the same academic discipline.

Section 3. When nominating candidates for election as trustees and officers, the Board shall make every reasonable effort to see that at least three different academic disciplines are represented, and that diversity is maintained in regard to geography, gender, stage of professional development, and other significant variables.

Article XI

Revenue

Section 1. The annual dues for individual and institutional members shall be set by the Board.

Section 2. Dues shall be payable in either of two currencies: U.S. dollars or British pounds sterling. The Board shall determine the mechanisms of payment.

Section 3. Revenues from sources other than dues, such as royalties from publications sponsored by the society, may be raised at the discretion of the Board.

Article XII

Finance

Section 1. At the annual business meeting, the executive director shall report on the revenues and expenses of the society.

Section 2. The executive director shall determine the depositories for the society's funds and manage same, subject to the approval of the Board.

Section 3. In case of the inability of persons designated to sign checks and monitor accounts to perform their functions, the Board shall designate those who shall act as substitutes.

Section 4. The fiscal year shall be the calendar year, from 1 January through 31 December.

Article XIII

Activities

Section 1. At least once each year the society shall produce and distribute to all members a newsletter. It shall consist of news and announcements about ECSSS and eighteenth-century Scottish studies generally; articles, bibliographies, and book reviews on that subject; and other materials that the editor considers relevant and appropriate.

Section 2. At the discretion of the Board, the society may organize conferences, produce scholarly publications, sponsor lectures and seminars, give awards and fellowships, or engage in any other activities that serve the society's objectives.

Section 3. The society shall maintain a website, managed by a website manager, under the supervision of the executive director.

Article XIV

Amendments

Section 1. Any amendment to these bylaws may be adopted by two-thirds (2/3) vote of the members present at any annual meeting of the society, provided that written notice of the proposed amendment has been given at least one month prior to the meeting.

Article XV

Dissolution

Section 1. Upon dissolution or other termination of the society, no part of the property of the society or any of the proceeds shall be distributed to or inure to the benefit of any of the members, trustees, or officers of the society. All such property and proceeds, subject to the discharge of valid obligations of the society. Shall be distributed to any such organization as the Board of Trustees may direct; provided, however, that any transferee organization, at the time of distribution, shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article XVI

Rules of Order

Section 1. *Roberts Rules of Order* shall be the parliamentary authority for all matters of procedure not specially covered by these bylaws.