

**CONSTITUTION
OF
THE CERVANTES SOCIETY OF AMERICA**

ARTICLE I—NAME

The name of this Society is THE CERVANTES SOCIETY OF AMERICA. The Society is a not-for-profit corporation.

ARTICLE II—PURPOSE

The Society intends to advance the study of the life and works of Miguel de Cervantes through the promotion of communication and cooperation among its members; through the publication of articles and book reviews, and reports on pedagogy, resources, and research in progress by its members; through discussions at scholarly meetings; and through such other means as may tend to deepen and broaden an understanding of Cervantes and his works. The official languages of the Society are English and Spanish. Official documents and communications may be issued in either language, or in both.

ARTICLE III—MEMBERSHIP

SECTION 1

The Society comprises both individual members and institutional subscribers. The latter receive only the Society's publications and do not have the right to vote. Non-dues-paying members (honorary, corresponding, etc.) may be named by the Executive Council, but shall not have the right to vote. Categories of membership and their cost shall be fixed by the Executive Council and ratified by a majority vote of the membership at an Annual Meeting of the Society.

SECTION 2

Memberships follow the calendar year, from January 1 through December 31. Any member or subscriber whose dues do not reach the Managing Director by February 15 will be dropped from the rolls and will lose all benefits and privileges of membership. One must be a member in good standing to participate in academic meetings, panels and other events sponsored or convened by the Society, or to publish in *Cervantes: Bulletin of the Cervantes Society of America*.

SECTION 3

Students currently registered in accredited academic institutions may become student members, with the same benefits and privileges as other dues-paying members. No other person shall be a student member.

SECTION 4

Individual members current in their dues are entitled to the following benefits and privileges:

- A subscription to the Society's journal *Cervantes*
- The right to submit articles and reviews for publication in *Cervantes*, subject to their acceptance by the Editor
- A subscription to the Society's *Newsletter*
- The right to vote in elections of officers of the Society and of representatives on the Executive Council, and on other business of the Society
- The right to participate in the Annual Meeting of the Society
- The possibility of participating in academic meetings and panels sponsored by the Society
- The right to apply for grants to support presentations at academic meetings and panels sponsored by the Society (graduate students only)
- Periodic mailings with calls for papers and announcements relating to *Cervantes*.

ARTICLE IV—ORGANIZATION

SECTION 1

The government and control of the Society is vested in the Executive Council. Every member of this Council shall be a member in good standing of the Society. The Council shall make a report of its activities at each Annual Meeting through the Managing Director, the Communications Director, or another designated member of the Council. The Council's policies and actions shall be subject to the direction and approval of the Society.

SECTION 2

The Executive Council shall consist of the President, Vice-President, Managing Director, Communications Director, Editor of *Cervantes*, and nine (9) elected Council members.

SECTION 3

The President, Vice-President and elected members of the Executive Council shall be elected by the entire membership. The Communications Director shall send to all members in good standing ballots with the names of candidates proposed by the Nominating Committee. Ballots must be returned to the Communications Director within two (2) weeks to be valid. Election results will be announced at the Annual Meeting. The President and Vice-President shall serve terms of three (3) years. The Vice-President shall succeed to the office of President upon completion of his/her term as Vice-President, or in the event of a vacancy in the office of President. Elected Council members shall serve for three (3) years. The Managing Director, the Communications Director, and the Editor of *Cervantes* shall be elected by the Executive Council and shall serve terms of three (3) years, renewable. All terms will begin on January 1.

SECTION 4

There shall be a Nominating Committee of three (3) members of the Society in good standing to propose candidates for vacancies on the Executive Council, with the aim of ensuring the diversity

of elected Council members. Two (2) members of this committee shall be elected from the floor at the Annual Meeting, and one (1) shall be appointed by the Executive Council. Members of the Nominating Committee shall serve a term of one (1) year, effective immediately after election.

SECTION 5

The President shall preside at all meetings of the Executive Council and at all business meetings of the Society. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of President. Should vacancies occur in both offices, a President shall be elected by the Executive Council and the person chosen shall serve until the next Annual Meeting. Other vacant offices shall be filled by a majority vote of the remaining members of the Executive Council and the person chosen shall serve for the unexpired term of each vacancy.

SECTION 6

The Vice-President shall oversee arrangements for the Annual Meeting and may, as necessary, recruit other members in good standing of the Society to assist in determining the venue, format and theme of the Meeting, the keynote speaker, and other participants.

SECTION 7

The Managing Director and Communications Director shall attend all sessions of the Executive Council. The Communications Director shall record all votes and minutes of proceedings; shall give, or cause to be given, notice of all meetings of the Executive Council; and shall perform other such duties as shall be prescribed by the Executive Council or the President. The Managing Director shall be custodian of all funds and shall collect dues from members and subscribers, and other monies due to the Society, and shall pay bills owed by the Society.

ARTICLE V—MEETINGS

SECTION 1

The Executive Council shall meet in advance of the Annual Meeting of the membership, and at other times that it may determine to be necessary.

SECTION 2

Three-fifths of the membership of the Executive Council shall constitute a quorum for the transaction of business. A majority vote by the Council members present when there is a quorum shall be the act of the Executive Council.

SECTION 3

The members in good standing present at the Annual Meeting shall constitute a quorum. For all purposes except where otherwise required by law, a majority vote by these members is required for election or other action by the membership. Voting by proxy is not permitted.

SECTION 4

Notice of the Annual Meeting shall be sent by the Communications Director to each member entitled to vote at such address as appears on the records of the Society at least two (2) weeks prior to the date of the Annual Meeting.

SECTION 5

Special meetings of the members for any purpose, unless otherwise proscribed by statute, may be called by the President or a majority of the Executive Council, and shall be called by the President or Communications Director at the request, in writing, of 20% of the members entitled to vote. Such request shall state the purpose of the proposed meeting. Business transacted at special meetings shall be confined to the purpose stated in the call. Notice of special meetings, stating the time and place and purpose thereof, shall be sent at least two (2) weeks before such meetings to each member entitled to vote thereat to such address as appears on the books of the Society.

SECTION 6

Every member in good standing has the right to examine and copy, in person or by agent, at any reasonable time and for any reasonable purpose, the Constitution and bylaws, membership roster, books of account, and records of the proceedings of the Executive Council. Such records shall not be disseminated without explicit authorization by the Executive Council, and shall not be used for personal benefit or for any other purpose inconsistent with the aims and interests of the Society.

ARTICLE VI—OFFICIAL PUBLICATION OF THE SOCIETY

SECTION 1

Cervantes: Bulletin of the Cervantes Society of America is the official publication of the Society.

SECTION 2

The Editor of *Cervantes* shall be responsible for editing and publishing all material appearing in *Cervantes*.

SECTION 3

The Editor of *Cervantes* shall have a free hand in staffing the journal and shall nominate a Book Reviews Editor and Managing Editor, as well as candidates for an Editorial Board, subject to ratification by the Executive Council. Only members in good standing of the Society may hold these offices. The Book Reviews Editor and Managing Editor shall serve terms of three (3) years, renewable, and members of the Editorial Board terms of five (5) years, renewable.

ARTICLE VII—AMENDMENTS

SECTION 1

Five or more members in good standing may join to propose an amendment altering, appealing or revising the Constitution, provided that notice of any such proposed amendment be received by the Communications Director two (2) months before the Annual Meeting. Three or more members of the Executive Committee may also join to propose an amendment to the Constitution at any time. The Communications Director shall send notice of any such amendment to all members entitled to vote at least two (2) weeks in advance of the Annual Meeting.

SECTION 2

An amendment proposed in accordance with Section 1 above shall be adopted if supported by two-thirds of the members in good standing present and entitled to vote at the Annual Meeting.

ARTICLE VIII—DISSOLUTION OF THE SOCIETY

The Society may be dissolved only at a special meeting called for this purpose, by vote of three-fourths of the members present. Subject to compliance with any applicable provisions of the law, upon any such dissolution of the Society, all its property remaining after the satisfaction of all its obligations shall be distributed to one or more organizations, funds or foundations, organized and operated exclusively for charitable, scientific, literary or educational purposes (no part of 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 Council of the Society may elect.

Amended March XX, 2017

ARTICLE IX-

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Amended February XX, 2022