

# **CONSTITUTION**

## **The Cervantes Society of America**

### **ARTICLE I—NAME**

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

### **ARTICLE II—PURPOSE**

The purpose of this Society shall be 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 reviews of books and articles and reports on pedagogical approaches to Cervantes' work, through descriptions of research currently in progress by members, through discussions at annual meetings, and through such other means as may tend to deepen and broaden understanding of Cervantes and his works. The official languages of the Society shall be English and Spanish.

### **ARTICLE III—MEMBERSHIP**

#### **SECTION 1**

The Society shall consist of individuals and institutions that have paid current dues to the Managing Director of the Society. Institutional members shall have all privileges except that of voting. Provision for non-dues-paying members (honorary, corresponding, etc.) may be made in the By-Laws, but they shall not be voting members.

#### **SECTION 2**

Those members who signified their intention of joining the Society, and paid their dues, before December 27, 1979, shall be known as FOUNDERS.

#### **SECTION 3**

Those members who joined the Society within the first calendar year, i.e., before January 1, 1981, or who paid dues from the first year, shall be known as CHARTER MEMBERS.

#### **SECTION 4**

Those members who contribute \$100.00 or more to the Society within any calendar year shall be known as PATRONS.

#### **SECTION 5**

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

#### SECTION 6

Student membership is open, for a maximum period of three years, to graduate students.

#### SECTION 7

Each member shall pay as annual dues a sum fixed at any annual meeting of the Society. No member in default may exercise any privilege of membership. Annual dues are payable in advance before January 1. Any member whose dues have not reached the Managing Director by February 15 will be dropped from the rolls.

#### SECTION 8

Each dues paying member of the Society shall be entitled to receive one annual subscription to any regular periodical publication issued by the Society.

### **ARTICLE IV—ORGANIZATION**

#### SECTION 1

The government and control of the Corporation shall be vested in a Board of Directors called the Executive Council. Every member of the Executive Council shall be a member in good standing of the Society. The Council, through its Managing Director and/or Communications Director, shall make a report of its activities at each Annual Membership Meeting. Its 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*, Chair of the standing Committee on Bibliography and nine (9) elected Council Members.

#### SECTION 3

The President, Vice-President and elected Council Members shall be elected by the entire membership. The Communications Director shall send to all members ballots containing the names proposed by the nominating committee at least six (6) weeks in advance of the Annual Membership Meeting. Ballots must reach the Communications Director at least two (2) weeks in advance of the Annual Membership Meeting in order to be valid. Results of the election will be announced at the Annual Membership Meeting. The President and Vice-President shall serve a term of three (3) years. The Vice-President shall succeed to the office of the Presidency upon

completion of the Vice-President's term in office 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, the Editor of *Cervantes* and the Chair of the Committee on Bibliography shall be elected by the Executive Council and shall serve for a term of three (3) years, renewable. All terms will begin on January 1.

#### SECTION 4

There shall be a nominating committee of three (3), elected at the Annual Membership Meeting. Two (2) members of the nominating committee shall be elected from the floor, and one (1) shall be elected by the Executive Council. The Nominating Committee shall be elected one year in advance of its functioning and shall be charged with ensuring the geographical diversity of representation among the elected Council Members.

#### SECTION 5

The President presides at all meetings of the Executive Council and at all Business Meetings of the Corporation. In the President's absence the Vice-President presides at these meetings.

#### SECTION 6

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such duties as the Executive Council may prescribe. The Vice-President is the ex-officio Chair of the Committee on Annual Meetings and shall appoint four (4) other members to the Committee, all of whom must be members in good standing of the Society. With the advice of the President and the Executive Council, the Committee shall make the arrangements for the Annual Membership Meeting, including selecting the location, format and theme of the Meeting, participants in panel discussions and any other speakers.

#### SECTION 7

The Managing Director and the Communications Director shall attend all sessions of the Executive Council and all meetings of the Members. The Communications Director shall record all votes and minutes of all proceedings for both groups; shall give, or cause to be given notice of all meetings of the Members and 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 membership fees, dues and other money due the Corporation, and shall pay bills owed by the Corporation.

#### SECTION 8

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 of the Executive Council until the next annual election. In the event of other vacancies, the remaining members of the

Executive Council, by a majority vote, may choose a successor who shall hold office for the unexpired term in respect to which such vacancy occurred.

#### SECTION 9

The Chair of the standing Committee on Bibliography shall appoint two (2) other members, who must be members in good standing in the Society, to the Committee.

### ARTICLE V—MEETINGS

#### SECTION 1

The Annual Meeting of the Executive Council shall be held immediately preceding and at the place designated for the Annual Membership Meeting and/or at such other time and place as the Executive Council may determine from time to time.

#### SECTION 2

Three-fifths of the Council Members shall constitute a quorum for the transaction of business. The act of a majority of the Council Members present at a meeting at which a quorum is present shall be the act of the Executive Council.

#### SECTION 3

Members present at all Membership Meetings shall constitute a quorum. For all purposes except where otherwise required by law, a majority of those voting shall be required for election or other action by the membership.

#### SECTION 4

Voting by proxy shall not be permitted.

#### SECTION 5

Written notice of the Annual Membership Meeting shall be mailed by the Communications Director to each member entitled to vote at such address as appears on the records of the Corporation at least two (2) weeks prior to the date of the meeting, publishing notice of the Annual Membership Meeting in *Cervantes* and transmitting a copy of *Cervantes* to each member entitled to vote at least two (2) weeks prior to the date of the meeting shall suffice.

#### SECTION 6

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 Managing Director at the request, in writing, of 20% of the members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the object stated in the call. Written notice of all special meetings of the members, stating the time and place and object thereof, shall be mailed at least two (2) weeks before such meeting to each member entitled to vote thereat to such address as appears on the books of the Corporation.

#### SECTION 7

Every member shall have the right to examine in person, or by agent or attorney, at any reasonable time for any reasonable purpose, the By-Laws, membership roster, books of account and records of the proceedings of the members of the Executive Council and to make copies or extracts of the same at his or her sole expense.

### **ARTICLE VI—OFFICIAL ORGAN**

#### SECTION 1

*Cervantes, Bulletin of the Cervantes Society of America*, the official publication of the Society, shall be furnished to all members in good standing.

#### SECTION 2

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

#### SECTION 3

The staff of *Cervantes*, other than the Editor, shall consist of the Editor's Advisory Council of not more than five (5) members, not more than ten (10) Associate Editors, an Advertising Manager and an Assistant to the Editor.

#### SECTION 4

The staff shall be appointed by the Executive Council on nomination by the Editor.

### **ARTICLE VII—AMENDMENTS**

#### SECTION 1

Five or more members in good standing may propose an amendment altering, appealing or amending this Constitution, provided that notice of any such proposed amendment shall be sent to the Communications Director two (2) months before the Annual Membership Meeting. The Communications Director shall mail written notice of any such amendment to all members

entitled to vote at least two (2) weeks in advance of the Annual Membership Meeting.

## SECTION 2

Any amendment may be adopted by two-thirds of the members present and voting at any Annual Meeting of the Members.

## **ARTICLE VIII—DISSOLUTION OF THE SOCIETY**

The Society may be dissolved only at a special meeting called for the 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 December 27, 2008