BYLAWS

The Bylaws of the American Society for Theatre Research

Ratified 13 November 1993

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Article I: Name
Section 1: The name of this organization shall be the American Society for Theatre Research, hereinafter called “ASTR.” ASTR is a New Jersey nonprofit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Article II: Purpose
Section 1: The American Society for Theatre Research (ASTR) is a U.S.-based professional organization that fosters scholarship on worldwide theatre and performance, both historical and contemporary.

Article III: Membership
Section 1: Any persons or institutions interested in the purpose of ASTR shall be eligible for membership.

Article IV: Equity and Representation
Section 1: ASTR is an association where equity and representation of all humans, regardless of status, are core values. ASTR is aware of its past exclusions of historically marginalized
populations and underrepresented groups and thus is committed to executing specific, concrete, and meaningful actions to address equity and representation.

Section 2: The Executive Committee and ASTR membership shall act in ways consistent with these core values of equity and representation. All ASTR activities, including the expansion of membership, conference programming, nominations, and constitution of committees, shall actively promote the values of diversity, equity, and inclusiveness.

Section 3: The American Society for Theatre Research acknowledges that its meetings and conferences take place on the traditional and ancestral lands of many indigenous nations. To the extent possible, ASTR shall acknowledge the specific ancestry and nations of the region in which the meetings and conferences are being held and make efforts to involve local or regional Indigenous leaders and theatre professionals in the conference.

Article V: Meetings
Section 1: Annual and special meetings of ASTR shall be held at such time and place as shall be determined by the Executive Committee hereinafter provided for. Proper announcement shall be made in writing to each member.

Article VI: Officers
Section 1: The Officers of ASTR shall be a President, a Vice President for Conferences, a Vice President for Publications, a Vice President for Awards, a Secretary, and a Treasurer. The same person may hold the offices of Secretary and Treasurer at the same time. One or more Assistant Secretaries and/or Treasurers may be appointed.

Section 2: The officers shall be selected and serve their terms as follows:

a) (i) The President shall be elected for a three-year term according to the stipulations set forth in Article IX, section 2. The President shall not be eligible for election for two consecutive terms. (ii) The election of the President shall take place by a mail electronic ballot of all members in good standing at least five months before the annual business meeting; the President shall take office at the conclusion of that meeting.

b) The Vice President for Conferences shall be nominated and elected according to the procedures established for the President. The term of office of the Vice President for Conferences shall coincide with that of the President. The following year, the Vice President for Publications shall be elected. A year after that, the Vice President for Awards shall be elected. The Vice President for Conferences shall not be eligible for election for two consecutive terms to that office.

c) The Vice President for Publications, Vice President for Awards, the Secretary, and Treasurer shall be nominated by the Nominating Committee, shall be elected by ballot of the membership at large for a term of three years, and may be reelected to their respective offices.

Article VII: Duties of Officers
Section 1: The President shall be the chief executive and administrative officer and shall preside over all meetings of the membership and of the Executive Committee, and shall be a voting
member of the committee. In the event of absence, incapacity, or resignation, the Vice President for Conferences shall assume these duties.

Section 2: The Vice President for Conferences shall be a voting member of the Executive Committee and shall be responsible for, oversee, and coordinate planning for the Annual Meeting. The Vice President for Conferences shall chair the Conference Program Selection Committee. The Vice President for Conferences shall assume the duties and responsibilities of the President if necessary, according to the stipulations of Section 1 of this article. In such a case, the Executive Committee shall have the option of appointing an Executive Committee member for the unexpired term (of the Vice President for Conferences).

Section 3: The Vice President for Publications shall be a voting member of the Executive Committee and shall represent ASTR in all matters relating to scholarly publication. Semi-annually and whenever required by the Executive Committee, the Vice President for Publications shall report on the Society’s publications to the Executive Committee and the membership. The Vice President for Publications shall chair the Publications Committee and perform such other duties and supervise staff as from time to time may be designated by the Executive Committee.

Section 4: The Vice President for Awards shall be a voting member of the Executive Committee and shall represent ASTR in all matters relating to awards. Semi-annually and whenever required by the Executive Committee, the Vice President for Awards shall report on the Society’s awards and fellowships to the Executive Committee and the membership. The Vice President for Awards shall supervise the Awards Committees and perform such other duties and supervise staff as from time to time may be designated by the Executive Committee.

Section 5: The Secretary shall be a voting member of the Executive Committee and shall record the minutes of all meetings of ASTR and the Executive Committee; see that members have reasonable notice of regular and special meetings of ASTR and the Executive Committee; conduct the correspondence; keep all records; perform such other duties and supervise staff as from time to time may be designated by the Executive Committee.

Section 6: The Treasurer shall be a voting member of the Executive Committee and shall keep accurate account of the financial transactions of ASTR. The Treasurer shall make necessary disbursements from ASTR funds. Annually and whenever required by the Executive Committee, the Treasurer shall make report on the finances of ASTR to the membership. The Treasurer shall chair the Finance Committee and perform such other duties and supervise staff as from time to time may be designated by the Executive Committee.

**Article VIII: Executive Committee and Its Functions**

Section 1: The board of directors, which shall be known as the Executive Committee, shall normally consist of the President, the Vice President for Conferences, the Vice President for Publications, the Vice President for Awards, the Secretary, the Treasurer, and eleven six at-large elected members. Ten of these elected At-large members shall be elected for three-year terms by a majority of those ASTR members in good standing voting by electronic ballot. The election of these ten at-large members shall unfold through a three-year rotation: four two members in year one, three two in year two, and three two in year three. One member of the Executive Committee will be a Graduate Student elected for a one-year term, who may not serve more than two consecutive terms. The Graduate Student Representative member must be a member of good
standing and a graduate student in good standing at the time of the election. If a current at-large member of the Executive Committee is elected President or Vice President for Conferences, or if an unexpected vacancy occurs in an at-large position, the Executive Committee shall have the option of appointing a replacement for the unexpired term and such short term shall not count against any term limits. The function of the Executive Committee shall be to direct the activities of ASTR. The chair of the Executive Committee shall be the President, elected as described in Article VI, Section 2a. New members of the Executive Committee shall take office immediately after the conclusion of the annual business meeting of ASTR.

Section 2: Ex-officio members of the Executive Committee shall be without vote unless simultaneously serving an elected term on the committee. Other ex-officio members, with voice but without vote, may be appointed by the Executive Committee. A majority of all Executive Committee members ("EC Members") in office immediately before a meeting will constitute a quorum for taking action. A majority vote of EC members present at a meeting at which there is a quorum will constitute action of the Executive Committee. EC members may participate in any regular or special meeting by, or conduct the meeting through use of any means of communication where all directors can hear each other during the meeting. An EC Member participating in this manner will be considered present in person at the meeting. The Executive Committee may take action without a meeting provided that such action is unanimously approved by all EC Members.

Section 3: Those elected to the Executive Committee may not serve more than two consecutive terms.

Section 4: The Executive Committee shall meet at least once each fiscal year.

Section 5: The Executive Committee, or the President, in consultation with the Executive Committee, may create other board, advisory, or ad hoc committees from time to time as deemed appropriate.

Article IX: Other Committees

The Nominating Committee

Section 1: The Nominating Committee shall consist of five members in good standing, exclusive of institutional members of ASTR, appointed by the President in consultation with the Executive Committee, for staggered terms of two years. The Chair of the Nominating Committee shall be a member of the committee in their second year of service. The Executive Committee, in making appointments, shall give consideration to the inclusion of representatives from various geographical areas and various scholarly and professional specialties represented by the membership at large and shall make appointments consistent with ASTR’s core values of full equity and representation.

Section 2: The Nominating Committee shall make nominations for Officers and members of the Executive Committee as vacancies occur. The Nominating Committee shall forward the recommended slate to the Executive Committee for approval. Every year the Graduate Student Caucus (composed of all graduate student members in good standing) shall nominate at least two candidates for the Graduate Student Representative position. The names of the candidates will be
forwarded to the Chair of the Nominating Committee for inclusion on the ASTR Executive Committee ballot. The slate shall be placed before the membership in an official communication no later than seven months preceding the annual meeting. Additional names may be added to the list of candidates by a petition signed by no fewer than ten members and submitted to the Secretary, along with written consent from the nominee, no later than six months before the annual meeting. The Secretary will then distribute, collect, and tabulate the mail ballots, with voting complete no later than five months before the annual meeting. Institutional members shall receive one vote.

Section 3: The Executive Committee, or the President, in consultation with the Executive Committee, shall appoint other committees as shall from time to time be deemed appropriate.

Article XI: National and International Representatives
Section 1: The Executive Committee shall have general supervision over the appointment and duties of representatives to national organizations such as the American Council of Learned Societies (ACLS) and to international organizations such as the International Federation for Theatre Research (IFTR).

Article X: The BIPOC and Global Majority Advisory Committee
Section 1: The BIPOC and Global Majority Advisory Committee shall consist of members appointed by the President, including at least one member of the Executive Committee and one Graduate Student Caucus member.

Section 2: The function of the BIPOC and Global Majority Advisory Committee shall be to work with and advise the President and Executive Committee on ways to uphold ASTR’s commitment to BIPOC and Global Majority members. The committee shall offer recommendations on ways to enhance BIPOC and Global Majority visibility within ASTR and strategies to increase membership and support for BIPOC and Global Majority scholars and artists.

Article XI: Removal from Office
An ASTR Officer or committee member may be removed from their position due to inactivity or consistent lack of compliance with the bylaws, articles of incorporation, or policies of ASTR. Removal from office requires a minimum 2/3 vote of the entire Executive Committee, excluding the director in question.

Article XII: Dues
Section 1: The amount of annual dues shall be set by the Executive Committee.

Section 2: Dues shall be used to defray the expenses of ASTR as approved by the Executive Committee.

Article XIII: Amendments
Section 1: Proposals to amend the Bylaws may be made by a two-thirds vote of the Executive Committee or by petition from the membership at large subscribed to by no fewer than thirty individual members in good standing. Proposals from the membership at large must be submitted through the Secretary to the Executive Committee for review.
Section 2: The Secretary must circulate all proposals by mail to the membership at large at least one month before the annual meeting. The Executive Committee’s discussion or recommendations shall accompany the text of the proposed statement.

Section 3: The proposed bylaws should be discussed and may be amended at the annual meeting. The bylaws shall then be ratified by a vote of two-thirds of the individual membership in good standing who vote in a mail ballot.

Article XIV: Public Issues
Section 1: The Executive Committee, through the President or other designated person, is empowered to speak for ASTR on public issues where these affect our work as scholars and teachers. Such issues include, but are not restricted to, academic freedom; freedom of access to information; freedom of speech, measures that impact professors’ curricular choices, appointments to and policies of granting and funding agencies.

Section 2: The Executive Committee, through the President or other designated person, is empowered to speak for ASTR on public issues where these affect our ability to meet safely in national or regional conventions, and conduct our business freely. Such issues include, but are not restricted limited to, the passage or existence of anti-sodomy laws; laws and regulations which restrict freedom of speech or the availability of abortion (considered as a health measure); the passage or existence of laws that perpetuate homophobia, transphobia, xenophobia, and other forms of discrimination; laws and regulations that restrict access to abortion and reproductive healthcare; laws intended to foment a climate of intolerance; or laws and regulations tending to discriminate against particular classes or groups of association members.

Article XV: The Conference Program Selection Committee and Its Function
Section 1: The Conference Program Selection Committee shall consist of the Vice President for Conferences (chair, with a vote); a member of the EC (appointed by the President in consultation with the Vice President for Conferences for a two-year term); a TLA Theatre Library Association representative; the Graduate Student Caucus member appointed by the Vice President for Conferences in consultation with the Graduate Student Caucus Representative for a one-year term; and a member-at-large elected for a two-year term by a majority of those members in good standing voting by ballot. If an unexpected vacancy occurs in the Conference Program Selection Committee, the Committee shall have the option of appointing a replacement for the unexpired term. The terms of the EC representative and the member-at-large shall begin in alternate years.

Section 2: The function of the Conference Program Selection Committee will be to discuss and suggest possible conference themes for the Executive Committee’s consideration and approval; to suggest potential Program Chairs for the Executive Committee’s consideration and approval; and to work with the Program Chair to ensure continuity and diversity in conference themes and structures. The function of the Conference Program Selection Committee will be to discuss, suggest, and review proposals for the annual conference for the Executive Committee’s consideration and approval.
Section 3: Those elected to the Conference Program Selection Committee may not serve consecutive terms.

Section 3: The Conference Program Selection Committee shall meet at least once each fiscal year, typically in conjunction with the annual conference.

Article XVI: The Program Committee and Its Function
Section 1: The Program Committee shall normally consist of the Program Committee Chair (recommended by the Conference Program Selection Committee and approved by the Executive Committee for a one-year term); a Graduate Student Caucus member (different from the Graduate Student Caucus member on the Conference Program Selection Committee, appointed by the Program Chair in consultation with the Graduate Student Caucus Representative for a one-year term); a TLA representative, and additional members appointed by the Program Chair and approved by the Executive Committee for one-year terms (normally from three to seven members). The Vice President for Conferences shall serve ex officio.

Section 2: The function of the Program Committee shall be to plan and execute the conference themes at the annual meeting of ASTR and to work with the Program Chair to ensure that the conference upholds ASTR’s commitment to equity and representation.

Section 3: The Program Committee shall meet at least once each fiscal year, typically in conjunction with the annual conference.

Article XVII: Additional Provisions
Section 1: Wherever these bylaws call for a written communication or ballot, the communication or ballot may be in electronic format including but not limited to email or facsimile, web application, or such other means as permitted by the Act, as determined by the Executive Committee.

Section 2: Indemnification and Insurance – Officers, directors, committee chairs and members, staff and others authorized to act on behalf of the association shall be indemnified against claims against them arising out of their authorized actions. ASTR may purchase insurance to fund the indemnification (if need be). ASTR will indemnify each person who is or was a director, EC Member, officer, employee, or volunteer of ASTR to the fullest extent allowed under the New Jersey Nonprofit Corporation Act (“Act”) and may purchase insurance insuring its obligations under this Section or otherwise protecting the persons intended to be protected by this Section. Any repeal or modification of this Section will be prospective only and will not adversely affect any right or indemnification of any person who is or was a director, officer, employee, or volunteer of ASTR existing at the time of the repeal or modification. The corporation may, but is not obligated to, indemnify any agent of ASTR not otherwise covered by this Section to the fullest extent allowed under the Act. However, ASTR will not indemnify any person, nor advance any expense or purchase any insurance, in any manner or to any extent that would jeopardize or be inconsistent with ASTR’s status as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would cause the imposition of any liability under Section 4958 of the Internal Revenue Code.