

BYLAWS

The Renaissance Society of America, Inc.

Last amended 24 March 2018

ARTICLE I. NAME

The name of the corporation shall be The Renaissance Society of America, Inc. (hereinafter referred to as “the RSA”).

ARTICLE II. PURPOSE

The purpose for which the RSA is organized and operated is exclusively charitable, scientific, or educational, as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and its regulations as they now exist, or as they may hereafter be amended. The purpose of the RSA shall be as provided for in the Certificate of Incorporation of the RSA.

ARTICLE III. MEMBERS

Section 1. Membership Categories

A. Qualifications. Membership in the RSA shall consist of individuals who have paid current dues and who meet such other criteria as set by the Board of Directors (hereinafter referred to as the “Board” and each member thereof as a “Director”) from time to time. Annual dues rates and provision for different dues levels shall be set and changed by the Board of Directors. Whatever the dues category, each Member shall be considered a full member with voting privileges.

B. Dates of Membership. Annual membership begins on January 15, or on a rolling basis if so approved by the Board. Any Member who fails to renew an annual membership by failing to pay dues in a timely fashion shall be dropped from the membership. Reinstatement may be effected by payment of current dues.

Section 2. Subscriptions

Each dues-paying Member of the RSA shall receive one annual subscription to any regular periodical publication issued by the RSA. A dual membership receives a single subscription. Occasional and special publications that may be issued from time to time shall be distributed as the Board determines.

Section 3. Meetings of the Members

A. Annual Meetings. The Annual Meeting of the Members shall normally take place during the RSA's annual conference or at such other time, date, and place as may be fixed by the Board. The Annual Meeting's agenda shall be set by the President and Executive Director and shall include the delivery of the annual financial report as well as election of the Elected Directors (when such positions become vacant) and any other applicable elections or matters.

B. Special Meetings. Special meetings shall be held whenever called by resolution of the Board, the President, or the Executive Director, or by a written demand to the Executive Director of ten percent (10%) of the Members. The Executive Director, upon receipt of such written demand or resolution, shall promptly give notice of such meeting as provided below, or if the Executive Director fails to do so within five business days thereafter, any Member signing such demand may give notice. Special meetings shall take place at such time, date, and place as fixed by the Board, the President, or Executive Director, except special meetings called by ten percent of the Members, which shall be held at the time and date fixed by such Members.

C. Minutes. Minutes of the Member Meetings shall be kept with the corporate records of the RSA. A summary of the proceedings of the Annual Meeting of the Members and any other Member meetings shall be made available to Members by appropriate media, such as the RSA website.

Section 4. Notices

Notice of the time, date, and location of any annual or special meeting of the RSA shall be sent to each Member to the electronic mail address provided by that Member (unless the Member requests that notice be delivered by first class mail) not less than ten nor more than fifty days before the date of the meeting. The record date for determining which Members receive notice and for determining which Members are entitled to vote at the meeting shall be the day before the notice is sent unless otherwise determined by the Board. No notice is required to be given to any Member who waives notice in writing or electronically, in either case in person or by proxy, before or after the meeting, or attends the meeting in person or by proxy without protesting the lack of notice prior to the conclusion of the meeting.

Section 5. Quorum; Adjournments of Meetings

At all meetings of the Members, ten percent (10%) of the Members, or 100 Members, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Organization and Conduct of Meetings

A. President & Secretary. The President shall preside at all meetings of the Members or, in the absence of the President, the Vice President shall preside. The Executive Director shall act as Secretary at all meetings of the Members but may designate a member of staff or a Member to act as Secretary of the meeting.

B. Roberts Rules of Order. Robert's Rules of Order, as presented in the edition determined by the President or other Officer presiding at any meeting, shall govern meetings of the Members of the RSA except as otherwise provided in the Certificate of Incorporation, the Bylaws or the New York Not-for-Profit Corporation Law ("N-PCL"); and provided that, for clarity, it is acknowledged that no act taken at a meeting by the Members of the RSA shall be held to be invalid solely by reason of any noncompliance in respect to such meeting with Robert's Rules of Order.

Section 7. Voting; Record Date

At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. Any corporate action taken by vote of the Members shall be authorized by the majority of votes cast at a meeting at which a quorum is present in person or by proxy, unless the law requires a higher threshold.

The record date for notice of a Member meeting and eligibility to vote shall be ten days before the date of a Member meeting, unless otherwise fixed by the Board (provided that the record date shall not be more than fifty nor less than ten days before the date of the Member meeting).

Section 8. Proxy

Members may vote by proxy. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. Proxies may be authorized in writing or by electronic transmission.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers and Duties

The RSA shall be governed by its Board. The Board shall have general power to control and manage the affairs and property of the RSA subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The Board shall have authority to undertake projects in the name of the RSA and to act for the RSA in establishing

relationships with other organizations or institutions when such relationships fall within the purposes of the RSA. To that end,

A. Approval of Publications and Projects. The Board shall, among other powers and responsibilities:

1. Approve any and all publications issued in the name of The Renaissance Society of America. No part of the RSA (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 Board.
2. Undertake or support any new publication that it considers suitable and for which it has the funds available.
3. Sponsor projects, including projects recommended by any committee, in new areas requiring expertise and attention. Such projects may be sponsored with other learned societies.

B. Indebtedness. The Board shall not have power to incur a debt in excess of the current resources of the RSA, nor shall it have the power to commit any future resources of the RSA, except insofar as contracts and planning related to its usual professional activities, such as publications, conferences, and awards, shall constitute such a forward commitment.

C. Restricted Funds. The Board may accept funds for special purposes consistent with its charitable purposes and the law, provided that the Board has approved such purposes in consultation with the relevant committees. (Staff may accept restricted gifts without further Board approval where the Board has previously approved the proposed restriction.)

Section 2. Board Qualifications, Size and Composition

A. Qualifications. All Directors must be current Members of the RSA.

B. Composition. The Board is composed of the following Directors, for a total that shall not exceed eighteen, including the Executive Director.

1. *Elected Directors*. Directors shall be nominated by the Nominating Committee and elected by the Members (“Elected Directors”), as follows:

- One to three (1-3) Counselors
Counselors are scholars of distinction (nominated by the Nominating Committee) with particular expertise in Renaissance studies who can provide leadership on

matters of governance or of concern to the Members, or they are representatives of particular categories of Members.

- One Emerging Scholar Representative
This position shall be filled by a Member representing the emerging generation of scholars of Renaissance studies, that is, within ten years of completing the PhD or other terminal degree at the time of appointment.
- Six additional Members to serve as Chairs of the following Committees: (i) Annual Fund; (ii) Associate Organizations and International Cooperation; (iii) Conference; (iv) Digital and Multimedia; (v) Membership; (vi) Research Fellowships.

2. Ex-Officio Officer-Directors. Officers who shall serve as Directors in an *ex officio*, voting capacity are: the President; Vice President; the Immediate Past President in the two years succeeding his/her term of office; Treasurer; Articles Editor of *Renaissance Quarterly*; Reviews Editor of *Renaissance Quarterly*; Chair of Publications. One Officer, the Executive Director, shall serve as a Director in an *ex officio*, nonvoting capacity.

C. Entire Board. The “entire Board” shall consist of the number of Directors within such range that were elected or appointed as of the most recently held election of Directors (as of the effective date of their election or appointment), as well as any Directors whose terms have not yet expired.

Section 3. Term and Term Limits

A. Elected Directors. All Elected Directors shall serve three-year terms. Terms shall begin July 1 following the election at the Annual Meeting of the Members, and run through June 30. Elected Directors may be re-elected once, that is, for a total of two consecutive terms (six years).

B. Officer-Directors. All Officer-Director terms shall be concurrent with their terms of office as set forth in Article VI, Section 3, other than the Immediate Past President who shall serve for a two-year term.

C. Term Limits. No individual shall serve on the Board for more than six consecutive years, with the exception of the individuals who serve as either the Executive Director, the Treasurer, or the Vice President. Individuals who have served the maximum number of years may be re-appointed or re-elected to the Board after a hiatus of two years.

Section 4. Elections

A. Elected Directors. Elected Directors shall be nominated by the Nominating Committee in accordance with Article VII, Section 3 and elected by the Members. Elections shall be by majority vote of the Members present in person or by proxy, provided there is a quorum.

B. Officer-Directors. Officer-Directors are appointed as set forth in Article VI, Section 2.

Section 5. Vacancies

A. Elected Directors. Vacancies in any Elected Director post on the Board for any reason prior to the expiration of the term shall be filled by the President with the approval of the majority of the Directors then in office until the next Annual Meeting of the Members.

B. Officer-Directors. Vacancies in any Officer-Director post on the Board shall be filled as set forth in Article VI, Section 4.

Section 6. Resignation; Removal

A. Elected Directors. Any Director may resign from the Board upon written notice to the President effective as specified therein or otherwise upon receipt of the President. Any Elected Director may be removed (i) for cause by a vote of the Directors at a meeting upon ten days' notice to the Board and provided that there is a quorum of not less than a majority present at such meeting or (ii) with or without cause by a vote of the Members.

B. Officer-Directors. Officer-Directors may be removed or resign as set forth in Article VI, Section 5. Any Officer who is removed or resigns from his/her position as an Officer, shall automatically cease to be a Director in an ex-officio capacity.

Section 7. Board Meetings

A. Annual, Regular and Special Meetings; Notice. The Board shall hold meetings, normally twice a year, once in the spring prior to the Annual Meeting of the Members and once in the autumn, at such date, time, and place fixed by the Board and with at least one month's notice to each Director. Other special meetings of the Board may be called by the President or the Executive Director as needed with at least two days' notice to each Director. Notice need not specify the purpose of any meeting. Notice may be by telephone, fax, or physical or electronic mail. Directors may waive notice in writing or electronically before or after a meeting and attendance at the meeting shall constitute waiver of notice, unless the Director protests any lack of notice prior to the conclusion of the meeting.

B. Quorum. A quorum shall consist of one third (1/3) of the entire Board.

C. Remote Participation (but not Proxies). Neither proxy nor absentee votes shall be permitted at the Board or any Board Committee meetings. Only those who are present at the meeting, or participating in the meeting via conference telephone or similar communications equipment or by electronic video screen communication provided all participants can hear each other at the same time, shall be counted for purposes of the quorum or vote.

D. Voting Rights. All Directors shall have voting rights, including Directors serving in an *ex officio* capacity, unless specifically limited in these Bylaws.

E. Action of the Board. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board.

F. Unanimous Written Consent without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing (which may include a written consent delivered from an email address provided by the Director) and such consent is filed with the minutes of the Board. All such consents shall be kept with the minutes of the RSA.

Section 8. Board Policies

The Board shall adopt and maintain a Conflicts of Interest Policy and an Investment Policy consistent with the requirements of New York law.

Section 9. ACLS Delegate

The Board shall choose from among its Directors one person to serve as the RSA's delegate to the American Council of Learned Societies (ACLS). This delegate shall represent the RSA at the ACLS annual meeting and in other capacities as called for by the ACLS.

ARTICLE V. BOARD COMMITTEES

Section 1. Board Committees in General

The Board may create Board Committees and appoint Directors to serve on such committees. Board Committees shall be comprised of at least three (3) Directors shall have all the powers of the Board to the extent provided in the resolution designating it or in the Certificate of Incorporation or these Bylaws. Board Committees may also include non-Directors, provided, however, that such individuals may serve only as nonvoting advisory members of such Board Committees. Except for the Executive Committee (as described in Section 2 below), Board Committee Members shall be appointed by vote of the Board. Each Board Committee shall keep minutes of its proceedings and

present such minutes at the next meeting of the Board. Each Board Committee shall have the authority of the Board with the exception of the following matters:

- i. Transactions which must be submitted to Members for approval under the N-PCL, including the sale, lease, or exchange of other disposition of all or substantially all of the assets of the RSA, a plan of merger or consolidation, and the dissolution of the Corporation;
- ii. The filling of vacancies in the Board or any Board Committee;
- iii. The amendment or repeal of these Bylaws or the adoption of new Bylaws;
- iv. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- v. The fixing of Directors' compensation for serving on the Board or on any Board Committee;
- vi. The election or removal of Officers and Directors;
- vii. The amendments to the Certificate of Incorporation.

Section 2. Executive Committee

There shall be an Executive Committee of the Board consisting of the President, Vice President, Executive Director (non-voting), Treasurer, and Immediate Past President of the Board. The appointment of any additional Directors to the Executive Committee is subject to approval by a majority of the entire Board. The Executive Committee shall be a Board Committee authorized to undertake actions on behalf of the Board at those times when an action or decision cannot wait for a meeting of the full Board except as set forth in Section 1 above.

Section 3. Finance and Audit Committee

There shall be a Finance and Audit Committee of the Board to oversee and administer the RSA's financial goals and portfolio and the RSA's outside auditors, internal fiscal controls and financial report. The Finance and Audit Committee shall be a Board Committee consisting of the President, Vice President, Treasurer (as chair), Executive Director (non-voting), and one or more additional Directors appointed by the Board. All voting members of this committee shall be "independent directors" as defined under the N-PCL. The Treasurer and the Executive Director shall not participate in the audit oversight activities of this committee.

Section 4. Bylaws Review Committee

Periodically, as determined by the Board, the Board shall create a Bylaws Review Committee that shall be a Board Committee. The Bylaws Review Committee shall be comprised of three Directors appointed by the Board, and the Executive Director (non-voting), and shall be constituted to undertake a review of the Bylaws and bring recommended revisions to the Board for a vote.

Section 5. Committee Governance

A majority of Board Committee members shall constitute a quorum and shall act by majority of votes cast by those present at the time of the vote. Any action required or permitted to be taken by any Board Committee may be taken without a meeting if all members of the Board Committee consent in writing (including electronically) and such consent is filed with the minutes of the Board Committee.

ARTICLE VI. OFFICERS

Section 1. In General

The Officers of the RSA include the President, Vice President, the Immediate Past President in the two years succeeding his/her term of office, Executive Director, Treasurer, Articles Editor of *Renaissance Quarterly*, Reviews Editor of *Renaissance Quarterly*, and the Chair of Publications.

Section 2. Elections

A. General. Officers (other than the Executive Director, the President, and the Immediate Past President) and shall be nominated by the Nominating Committee and confirmed by resolution of the Board at the autumn meeting of the Board or by unanimous written consent.

B. Executive Director. The Executive Director is appointed by the Board on the basis of a national search conducted by a Board Committee.

C. Vice President and President. The Vice President shall automatically become President at the end of his or her term as Vice President.

Section 3. Term of Office

A. Vice President, President and Immediate Past President. The Vice President, President, and Immediate Past President shall serve two-year terms. Their terms shall begin and end at the end of the Annual Meeting of the Members. These positions are not ever subject to reappointment.

B. Other Officers. All Officers other than Vice President, President, Immediate Past President, and the Executive Director, shall serve three-year terms. In addition, with respect to such other Officers:

1. The Treasurer may be reappointed up to three times, for a total of four terms (12 years).
2. The other Officers may be reappointed once, that is, for a total of two terms (6 years).

3. The terms of the Treasurer, Articles Editor of *Renaissance Quarterly*, Reviews Editor of *Renaissance Quarterly*, and the Chair of Publications shall be concurrent with the calendar year, January 1 through December 31.

4. The office of Executive Director is normally renewable on an ongoing basis, subject to review procedures outlined and maintained by the Board. The customary term of service shall begin July 1 and run through June 30.

Section 4. Vacancies

Vacancy in the Presidency for any reason prior to the expiration of his or her term shall be filled by the Vice President. Should vacancies occur in both offices prior to the expiration of the terms, the Presidency shall be filled for the remainder of the term by a Director by approval of the Board. Vacancies in any other Officer post on the Board for any reason prior to the expiration of the term shall be appointed by the President for the remainder of the term with the approval of the Board.

Section 5. Removal; Resignation

Any Officer may be removed with or without cause by a vote of the Board.

Any Officer may resign at any time upon written notice to the Executive Director. The resignation shall be effective upon the date set forth in the notice, or if no date is specified, upon receipt by the Executive Director.

Section 6. Officer Compensation

Any Officer is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the RSA when authorized by a majority of the entire Board in accordance with the RSA's Conflicts of Interest Policy.

Section 7. Duties of Officers

A. President and Vice President

The President shall serve as chair and convener of meetings of the Board, the Council (described in Article VII, Section 2), and the Members. In the absence of the President, the Vice President shall preside at such meetings. In the absence of both, the Executive Director shall preside. The President shall present with the Treasurer the annual financial report to the Members.

B. Executive Director

The Executive Director's duties include supervising the daily operations of the RSA and the office personnel, including the RSA's bookkeeping; managing the RSA's communications and the organization of the annual conference; and overseeing the contracts with outside technical consultants, conference venues, and printers and distributors of RSA publications in hard copy or electronic form. The Executive Director shall keep the minutes of all meetings of the Board or arrange for them to be kept, and shall distribute the minutes to all members of the Board before the next regularly scheduled meeting of the Board. He or she shall be responsible for the giving and serving of all notices of the RSA and shall perform all the duties customarily incident to the office of the Secretary.

C. Treasurer

The Treasurer shall ensure the keeping of adequate accounts and shall be responsible for relations with the authorities who regulate nonprofit corporations. The Treasurer shall also be responsible for preparing the annual financial report to present to the Board and at the Annual Meeting of the Members. Such report shall comply with the requirements set forth in Section 519 of the N-PCL. The report shall be filed with the records of the RSA and a copy or abstract thereof entered in the minutes of the proceedings of the Annual Meeting. The Treasurer shall, at all reasonable times, exhibit the RSA's books and accounts to any Director or Officer of the RSA, and whenever required by the Board, render a statement of the RSA's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board.

D. Articles Editor of *Renaissance Quarterly*

The Articles Editor is responsible for managing all aspects of the submission, evaluation, and publication of articles in *Renaissance Quarterly*. Editorial boards or similar committees may be named by the Articles Editor as deemed necessary from among Members of the RSA, subject to the approval of the Board.

E. Reviews Editor of *Renaissance Quarterly*

The Reviews Editor is responsible for managing all aspects of the solicitation and publication of reviews in *Renaissance Quarterly*.

F. Chair of Publications

The Chair of Publications is responsible for scholarly publications other than *Renaissance Quarterly* that are or may be issued in the name of the RSA. Editorial boards or similar committees may be named by the Chair as deemed necessary from among Members of the RSA, subject to the approval of the Board. Editors of all publications shall be approved by the Board or by editorial boards approved by the Board. Publications are subject to Board approval.

ARTICLE VII. NON-BOARD COMMITTEES

Section 1. Non-Board Committees in General

The Board may create and appoint individuals to advisory committees (referred to as “committees of the corporation” in the N-PCL), except as otherwise set forth in these Bylaws. In addition, Chairs may appoint such committee members chosen from RSA membership, subject to approval by the Board. Each such committee shall have such name, purposes and powers, and perform such duties, not inconsistent with law, as may be assigned to it by the Board, but shall lack authority to bind the RSA. All Advisory Committee members serve at the pleasure of the Board and may be removed by the Board at any time with or without cause.

Section 2. Council

A. Purpose

There shall be a Council. The Council is an advisory committee of the RSA and shall have no formal role to govern or act upon behalf of the RSA. Its primary responsibility is to organize sessions for the Annual Meeting of the Members and to advise the Board on trends and issues in scholarship and teaching or other such matters as may be germane to the RSA. Its role and further details regarding the Council shall be described in a Council Charter adopted (and revised as needed from time to time) by the Board.

B. Members

All Council members must be current Members of the RSA. The Council shall consist of: 1) the Discipline Representatives (as described in Article XVIII); 2) one representative from each Associate Organization (as described in Article IX); and 3) all members of the Board. Each Council member shall have only one vote.

Section 3. Nominating Committee

A. Purpose

There shall be a Nominating Committee to identify and nominate candidates for the Board. It shall also identify and nominate all the Officers, other than the President, Immediate Past President, and Executive Director, subject to approval of the Board, and it shall select the slate of candidates (every other year) to fill the three Member-elected positions for the next successive Nominating Committee and the slate of candidates (every third year) for Discipline Representatives. The minutes shall be made available to all Board members.

B. Members

The Nominating Committee shall consist of five Members of the RSA plus the Executive Director, who does not vote. Three committee members shall be nominated by the Nominating Committee for approval by vote of the Members in person or by proxy at the Annual Meeting and two shall be appointed by the Board.

1. The Board shall appoint its two candidates prior to the Annual Meeting at which the Members vote on their three candidates.
2. The Nominating Committee shall select three nominees for Member approval. The Nominating Committee will solicit nominations prior to the Annual Meeting. Members may self-nominate or may propose candidates (with consent of the candidate). In addition, the Nominating Committee may consider additional candidates of its selection. All proposed candidates must be provided to the Executive Director by an announced date which shall be at least 60 days before the Annual Meeting.
3. The Chair of the Nominating Committee shall be appointed by the Board.
4. All Nominating Committee members shall serve two-year terms, which shall commence immediately following the Annual Meeting of the Members. Members may be re-elected once by the Members or the Board, as set forth above. Members may also serve again after a hiatus of at least two years.
5. If a member of the Nominating Committee elected by the Members steps down before the completion of his or her term, the President shall nominate a replacement to complete that term, for confirmation by a vote of the Nominating Committee members. The replacement shall then be eligible for re-election according to the rules above.
6. The procedures of the Nominating Committee are described in the Committee's Charter.

Section 4. Additional Non-Board Committees

The RSA may have the following advisory committees, as needed in the Board's determination. The Chair of each such committee shall ensure that its duties are carried out, and shall prepare and file regular reports and proposals as necessary for the meetings of the Board and Council, according to policies, procedures, and schedules adopted by the Board and set forth in a Procedures Manual. Some Board Chairs are compensated, by approval of the Board as part of the budgeting process. At-large members shall be proposed by the Chairs and approved by the Board.

A. Annual Fund Committee. This Committee shall have ongoing oversight of the Society's annual fund drive and make recommendations to the Board of additional fundraising activities as relevant.

B. Associate Organizations and International Cooperation Committee. This Committee shall be responsible for promoting the interests of Associate Organizations and facilitating their relations with each other and with the Board and Council. It shall consider association with foreign and domestic groups and organizations, and present recommendations to the Board and the Council.

C. Conference Committee. This Committee shall have responsibility for developing and recommending to the Board the program for the Annual Meeting, including soliciting submissions, vetting non-sponsored submissions and applications for travel grants, and making recommendations to the Board regarding the scope and themes of the conference.

D. Digital and Multimedia Committee. This Committee shall be responsible for advising on and promoting activity in the area of multimedia publications and collaboration, on ways to promote digital scholarship, and on the technical needs for the Annual Meeting. It shall seek ways to enhance communication among Members of the Society and to bring information about the Society's activities to potential members around the world.

E. Membership Committee. This Committee shall be responsible for assisting with Member relations and increasing the membership of the RSA.

F. Research Fellowships Committee. This Committee shall be responsible for the administration and oversight of the RSA's program of research fellowships, including the submission and evaluation process. It shall also consider possibilities for new fellowships, including those in partnership with other institutions, and present relevant recommendations to the Board.

ARTICLE VIII. DISCIPLINE REPRESENTATIVES

Section 1. Disciplines

Various specializations/disciplines are represented on the Council. The specific such specializations/disciplines shall be determined by the Council from time to time, and shall be set forth on the website of the RSA. Each specialization/discipline shall have one representative, except if the Council determines that additional representatives would be beneficial.

The responsibilities of Discipline Representatives include organizing sessions for the Annual Meeting, serving as an advisory board for *Renaissance Quarterly*, and serving on ad hoc committees as invited/requested. Additional details regarding the responsibilities and activities of the Discipline Representatives shall be set forth on the RSA website.

Section 2. Election

The Discipline Representatives shall be nominated by the Nominating Committee and approved by majority vote of the Members present in person or by proxy at the Annual Meeting of the Members. The Nominating Committee shall nominate, by disciplines, one candidate for each position. If the candidate is not approved, the discipline shall remain open until the next Annual Meeting of the Members. Discipline Representatives may be re-elected once by the Members and may serve again after a minimum of a two-year hiatus. The Discipline Representatives shall have no formal role to govern or act upon behalf of the RSA. Their responsibilities shall be detailed in a Council Charter.

Section 3. Terms

A. Term. Terms of Discipline Representatives shall be three years, beginning with their election at the Annual Meeting of the Members.

B. Vacancies. A Discipline Representative may resign upon written notice to the Executive Director, and such resignation shall be effective upon the date set forth in such notice or no date is given, upon receipt of the Executive Director. The Board shall appoint a replacement to fill the vacant post for the remainder of the unexpired term.

ARTICLE IX. ASSOCIATE ORGANIZATIONS

Section 1. Definition

Scholarly associations and learned societies dedicated to some aspect of Renaissance studies may choose to become Associate Organizations with the RSA upon approval of the Board and the Council. Associate Organizations are not Members of the RSA although individuals associated with such organizations may become Members.

Section 2. Active Standing as Organizations

Existing Associate Organizations shall continue as such so long as they remain active, send a representative to the annual meeting of the Council at least every second year, and reapply to have their associate status renewed every five years upon approval of the Board.

Section 3. New Associate Organizations

New organizations wishing to become an Associate Organization may apply to the Board's Committee on Associate Organizations and International Cooperation for such representation, as detailed in the Procedures Manual, and shall become Associate Members upon approval of the Board and the Council.

Section 4. Representative to the Council

Each Associate Organization shall choose from among its number one member to represent it in the Council; the term of service may be fixed by that Associate Organization. This representative must be a Member.

Section 5. Non-Renewal of Associate Organizations

Each Associate Organization shall apply to renew its associate status every five years by filling out and submitting a form. The Board's Committee on Associate Organizations and International Cooperation shall review the applications and shall recommend to the Board which Associate Organizations shall be retained. Renewal is subject to the approval of the Board.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The RSA (a) shall, to the fullest extent required or hereinafter required by law, and (b) may, to the fullest extent now or hereafter permitted by law: indemnify any person made, or threatened to be made, a party to any action, proceeding or investigation by reason of the fact that he or she or his or her testator was a Director, Officer, employee or agent of the RSA, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance.

The RSA shall have the power to purchase and maintain insurance to indemnify the RSA for any obligation which it incurs as a result of its indemnification of Directors, Officers, agents and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above. The RSA shall also have the power to advance expenses.

ARTICLE XI. AMENDMENT OF THE BYLAWS

Section 1. Member Approval.

Any proposed changes to amend or repeal any provision of the Certificate of Incorporation or the Bylaws must be proposed to the Bylaws Review Committee of the Board. If the Bylaws Review Committee approves the proposed changes, the Committee shall propose them to the Board. If

approved by the Board in accordance with Article IV, such changes shall then be proposed to the Members for vote and, upon a vote of the Members in accordance with Article III, shall be effective.

Section 2. Board Approval.

These Bylaws may also be amended by the Board, upon the recommendation of the Bylaws Review Committee of the Board and effective upon the vote of a majority of Directors then in office at a meeting at which a quorum is present (or by unanimous written consent of the Directors then in office), without vote of the Members. Any change so approved and made effective by the Board, shall be communicated to the Members with a notice of the changes made prior to the next meeting of Members in accordance with the notice requirements of Article III and may be subsequently amended by the Members at such meeting by a vote of the Members.

The Board may make the following amendments to the Certificate of Incorporation without approval of the Members: (i) specify or change the location of the office of the RSA; specify or change the post office address of the RSA for service of process; and make, revoke or change the designation of a registered agent and/or its address.

ARTICLE XII. CHECKS AND FINANCIAL DISBURSEMENTS

The Board shall designate the signers of checks and withdrawal orders on the RSA's bank accounts and other evidence of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. Each time a check is written by a person authorized under such designation, notification shall be received by another designated person, with a minimum of two persons. The Executive Director shall maintain a financial procedures document, which shall be approved by the Finance and Audit Committee of the Board.

Unless otherwise determined by the Board, the Executive Director and the President shall have the authority to sign contracts on behalf of the RSA in the ordinary course which are consistent with any budget approved by the Board. The Board may determine who, in addition, to the Executive Director and the President, shall have contract signing authority.

ARTICLE XIII. FISCAL YEAR; BOOKS

The fiscal year of the RSA shall commence on July 1 and conclude on June 30. There shall be kept at the office of the RSA correct books of account of the activities and transactions of the RSA, including the Certificate of Incorporation; a copy of these Bylaws; minutes of meetings of the Members, Board, and committees; and lists of the names and contact information of Members.

ARTICLE XIV. DISSOLUTION OF THE RSA

The RSA 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. Subject to compliance with the applicable provisions of such laws, upon any such dissolution of the RSA, all its property remaining after satisfaction of all its obligations shall be distributed to 501(c)(3) entities, such as 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), or to an appropriate local, New York, or United States government agency, as the Board of the RSA may elect.