

## **BYLAWS**

### **The Renaissance Society of America, Inc.**

Last amended as of February 9, 2024

Effective as of April 25, 2024

#### **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 (and may, if determined by the Board in its sole discretion, be held partially or solely by means of electronic communication in accordance with Section 603(a) of the N-PCL). 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 Secretary of ten percent (10%) of the Members. The Secretary, upon receipt of such written demand or resolution, shall promptly give notice of such meeting as provided below, or if the Secretary 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 (which date shall not be less than two nor more than three months from the date of such written demand).

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 Secretary 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 twenty, 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.
  - Seven 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 and (vii) Diversity, Equity and Inclusion.

2. *Ex-Officio Officer-Directors*. Officers who shall serve as Directors in an *ex officio*, voting capacity are: the (i) President; (ii) Vice President; (iii) the Immediate Past President in the two years succeeding his/her term of office; (iv) Treasurer; (v) Secretary; (vi) Chair of Publications and (vii) Journal Articles Editor. 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, Secretary, 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 2 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 (or due to the creation of a new position) 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.

## **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 another meeting 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, Secretary 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), Annual Fund Committee 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 either (i) designate the Executive Committee as the Bylaws Review Committee or (ii) constitute a separate Bylaws Review Committee to undertake a review of the Bylaws and bring recommended revisions to the Board for a vote. If a separate Bylaws Review Committee is constituted, it shall be a Board Committee and shall be comprised of the Secretary, three additional Directors appointed by the Board, and the Executive Director (non-voting).

### **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, Secretary, Chair of Publications and Journal Articles Editor.

### **Section 2. Elections**

A. General. The Treasurer, Secretary and Vice President shall be nominated by the Nominating Committee and confirmed by resolution 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.

D. Chair of Publications. The Chair of Publications shall be the person elected by the Publications Committee (in the manner set forth in the committee's charter) to serve as its Chair from among the committee's members (in consultation with the President).

E. Journal Articles Editor. The Articles Coeditor for *Renaissance Quarterly* who is in their third (final) year of service in this position shall automatically become the Journal Articles Editor.

### **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.

1. The Treasurer and Secretary shall serve three-year terms and may be reappointed up to three times, for a total of four terms (12 years).
2. The Chair of Publications shall serve a one-year term and may be reappointed up to six times, that is, for a total of six terms (6 years).
3. The Journal Articles Editor shall serve a one-year term concurrent with such individual's third (final) year of service as an Articles Coeditor for *Renaissance Quarterly*.
4. The terms of the Treasurer, Secretary, and Chair of Publications shall be concurrent with the calendar year, January 1 through December 31.
5. 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 (or due to the creation of a new Officer position) 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 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.

### **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. Secretary**

The Secretary will be responsible for preparing the minutes of each meeting of the Board. In the absence of the Secretary, the presiding officer will appoint a secretary of the meeting. In addition, the Secretary will: (i) maintain the minutes of all meetings of the Board in the books to be kept for that purpose; (ii) see that notices and reports are duly given or filed in accordance with these Bylaws

or as required by law; (iii) be the custodian of the records (other than financial) and have charge of the seal of the Corporation (if one exists) and see that it is used upon all papers or documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these Bylaws; and (iv) in general, perform all duties customarily incident to the office of Secretary and such other duties as the Board may from time to time assign to the Secretary.

#### E. Chair of Publications

The Chair of Publications is responsible for chairing the committee comprised of editors of all scholarly publications that are or may be issued in the name of the RSA. The Chair of Publications represents the entire team of editors of publications on the Board of Directors (other than the Articles Coeditors of *Renaissance Quarterly*). The Chair of Publications presents the various editors' reports to the Board and also introduces proposals and motions that the Publications Committee wishes to raise with the Board for action.

#### F. Journal Articles Editor.

The Journal Articles Editor represents the three Articles Coeditors of *Renaissance Quarterly* on the Board of Directors. The Journal Articles Editor presents the Articles Coeditors' reports to the Board and also introduces proposals and motions that the Articles Coeditors wish to raise with the Board for action.

### **ARTICLE VII. NON-BOARD COMMITTEES**

#### **Section 1. Non-Board Committees in General**

In addition to the existing advisory committees named in Article VII, Section 3 below, the Board may create advisory committees as needed in its discretion (referred to as "committees of the corporation" in the N-PCL). Except as otherwise set forth in Article VII, Section 2 below, the President, in consultation with the Executive Committee, may appoint such committee members chosen from RSA membership and/or 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. Nominating Committee**

##### A. Purpose

There shall at all times 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. 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 the person elected by the Nominating Committee (in the manner set forth in the Nominating Committee Charter) to serve as its Chair from among the committee's members (in consultation with the President) provided that such person's appointment is confirmed 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 Nominating Committee's Charter.

### **Section 3. Existing Non-Board Committees**

The RSA may continue to have the following advisory committees, as needed in the Board's determination. The Chair of each of the following committees shall be elected or appointed as set forth in each committee's charter and shall ensure that such committee's duties are carried out, and shall prepare and file regular reports and proposals as necessary for the meetings of the Board, according to policies, procedures, and schedules adopted by the l. Some Chairs are compensated, by approval of the Board as part of the budgeting process.

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. It shall consider association with international and domestic groups and organizations, and present recommendations to the Board.

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.

G. Diversity, Equity and Inclusion Committee. This Committee shall be responsible for promoting diversity, equity, and inclusion in the RSA and, more broadly, in Renaissance studies and related academic fields. It will monitor, evaluate, and advocate for change in all aspects of the RSA's structure and activities, working with the Board and RSA's Officers to effect change.

H. Publications Committee. The Publications Committee is responsible for all scholarly publications that are or may be issued in the name of the RSA. Editorial boards or similar committees may be nominated by the Publications Committee 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. All publications, including special issues or other projects (even if described in RSA editor contracts), are subject to prior Board approval.

## **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: 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.