

THE WILLIAM MORRIS SOCIETY IN THE UNITED STATES

BYLAWS

As amended 8 February 2011

ARTICLE I:

The Society's Name and Purpose

Section 1. Name. The name of the Society shall be "The William Morris Society in the United States."

Section 2. Purposes. The William Morris Society in the United States exists to further the appreciation of the work of its namesake, William Morris-poet; craftsman; diarist; medievalist; architectural conservationist; translator of Icelandic, Latin, and Greek literature; pioneer in the decorative arts, history of printing, and book design; writer of verse, prose romances, and essays on art, architecture, and social issues; and committed socialist in word and action. We also aim to encourage interest in Morris's friends, associates, and contemporaries in Britain and America, in particular figures connected with the Pre-Raphaelites, with Victorian art and literature, and with the Arts and Crafts Movement. A further object for the Society is the promotion, so far as is possible for an organization which represents the diverse interests of its members, of contemporary expressions of Morris's concerns. The Society is an independent organization, which maintains ties with the William Morris Society in Britain, and with other affiliates, such as the William Morris Society of Canada.

ARTICLE II:

Membership

Section 1. Qualifications. Membership is open to all who pay dues, regardless of race, religion, ethnicity, gender, sexual orientation, nationality, political affiliation, or place of residence. Members automatically become members of the William Morris Society in Britain.

Section 2. Categories of Membership. Members shall be divided into the following types:

- a. Student (with proof of academic affiliation).
- b. Individual
- c. Institutional/Library: Defined as libraries, museums, or other cultural or business

entities. Corporate members shall have no voting power in the Society's affairs, nor shall members in this category be counted in establishing a quorum for meetings and votes.

d. Life

Section 3. Resignation and removal from Membership. Resignations of members in good standing shall be in writing and addressed to the Secretary/Treasurer. The Society may drop any person from membership due to non-payment of dues.

Section 4. Notices. Notices to members mailed to their address (electronic and/or physical) as recorded in the Society's records shall be valid for all purposes. It is understood that notices may take the form of separate mailings (electronic and/or postal), website postings or text printed in the *Newsletter*.

**ARTICLE III:
Dues**

Section 1. Amount. The Committee shall from time to time determine the amount of dues payable for the different categories of membership set forth in Section 2 of Article II of these Bylaws and shall set forth those dues on Schedule A attached to these Bylaws.

Section 2. Date payable. Dues shall be payable upon joining the Society and thereafter in advance for each calendar year.

**ARTICLE IV:
Meetings of Members**

Section 1. Annual Meeting. The Society shall hold an Annual Meeting at a place and time designated by the Committee in the notice thereof. The minutes of the annual meeting shall be publicized in the form of electronic notification, website postings or text printed in the *Newsletter*.

Section 2. Special Business Meetings. Special meetings for the transaction of business may be called at any time by the President or any two other officers of the Governing Committee, or by signed petition from five or more members.

Section 3. Notice of Meetings. Notice of the time and place of the annual meeting and of the time, place, and purposes of any special business meeting shall be made to each member entitled to vote in advance of such meetings either in the form of electronic notification, website postings or text printed in the *Newsletter*.

Section 4. Voting. Each member of the Society, other than Corporate members, shall be

entitled to cast one vote in the election of the Committee and upon all other matters. Voting by proxy is also permitted, but only a member of the Society may act as proxy for another member; a member of the Committee may represent any member or members by proxy.

Section 5. Quorum. Five per cent of the members of the Society entitled to vote, present or represented by proxy or e-mail directive at any annual or special meeting shall constitute a quorum for the election of the Committee or transaction of any other business. In the event of the absence of a quorum, major decisions should be reported to the membership via electronic mail, *Newsletter*, blog, or other form of communication.

ARTICLE V: Governing Committee

Section 1. Governance. The William Morris Society in the United States is an autonomous organization, governed by a board of directors which shall be known as the Governing committee (referred to in this document as the “Committee”).

Section 2. Responsibilities of the Committee. The responsibilities of the Committee include, but are not limited to, the following:

- Supervise the work of the Society
- Appoint officers as called for in Article VII, Section 1 Assess and collect dues and manage the Society’s funds
- Support ties with the William Morris Society in Britain and with the William Morris Society of Canada
- Administer a fellowship program
- Appoint regional representatives to co-ordinate local activities wherever appropriate
- Publish a *Newsletter* at least once annually
- Keep a list of members,
- Publish an annual description of the Society’s finances
- Arrange events and meetings sponsored by the Society alone or with other groups and institutions
- Maintain the William Morris/US website
- Publish works relating to the study of Morris and any other works which the Committee may consider significant
- On occasion, make appropriate tributes to those who have furthered the aims of the Society

Section 3. Number and qualifications. The Committee shall consist of nine persons, or such higher number as the majority of the committee may agree upon, each of whom shall be a member of the Society.

Section 4. Election and Term. Election of three Committee members will take place annually, preferably at the annual meeting. A simple majority shall constitute enough votes for election. In a case where there are more candidates than positions on the Committee, those with the largest number of votes shall be elected until the positions are filled. Committee members shall serve concurrently, for a period of three years beginning January 1. A Committee member may serve for as many as two (three year) terms at which point she//he must step off the Committee for a period of no less than one year before being considered for re-election.

Section 5. Nominations. The Nominating Committee, consisting of three members of the Society, at least one of whom shall be a Committee member, shall be appointed by the President at least two months prior to an annual meeting at which an election of Committee members will take place. With the consent of the Governing Committee, the Nominating Committee shall file with the Secretary its nominations for members to be elected to the Committee in time for a slate to be represented to the membership in the official notice of the annual meeting. Candidates for election to the Committee may also be nominated by individual members and filed with the Secretary prior to the annual meeting. In selecting nominees for election to the Committee, the Society encourages the inclusion of younger members and academics and non-academics alike. [To provide for the initial rotation, three of the current committee members shall be appointed for a one year term; three for a two year term; and three for a three year term.][

Section 6. Authority and Compensation. All activities of the Society shall be managed by the Committee. All Committee members serve without salary or other compensation, but a Committee member may receive reimbursement for expenses paid on the Society's behalf.

Section 7. Vacancies. A vacancy among the Committee members may be filled by majority vote of the Committee then in office. The term of any Committee member so appointed shall expire at the end of the term of the person he or she replaces.

Section 8. Removal. Committee members may be removed for cause by majority vote of the Committee provided that at least a majority of the Committee are present at the meeting taking such action. Committee members, indeed the entire Committee, may be removed for cause following a two-thirds vote of the membership entitled to vote taken at an annual meeting or at a properly constituted special business meeting.

Section 9. Conflict of Interest. No Committee member shall be an officer, director, trustee, owner (either as a sole proprietor or partner), shareholder or member with a five percent or greater interest in all outstanding voting or equity interests, employee or agent of any company or business venture (or any affiliate thereof) which has entered, or might reasonably in the future enter, into a relationship or a transaction with the Society unless the Director shall have disclosed such relationship to the Committee, by written disclosure to the President, promptly upon learning of the relationship between the Society and such other company or venture. At such time as any matter comes before the

Committee in such a way as to give rise to a conflict of interest, the affected Committee member shall make known the potential conflict and, after answering any questions posed by the other trustees, shall withdraw from the meeting for so long as the matter shall continue under discussion and shall abstain from all voting with respect to such matter (provided, however, that such Committee member may execute a written consent to such action if unanimity is required for such action to be authorized). The affected Committee member may be counted to establish a quorum for a meeting at which an action in which such Director has an interest is being considered.

ARTICLE VI: Meetings of the Committee

Section 1. Regular Meeting. The Committee shall meet regularly throughout each calendar year.

Section 2. Special Meetings. Special meetings of the Committee may be called by the President or by any two other Committee members. One week's notice of such a special meeting must be made to all Committee members.

Section 3. Place of Meeting. The Committee may, as they may from time to time determine, hold their meetings, regular or special, at any place and time and/or via telecommunication, and may at any such meeting transact any and all business pertaining to the Society.

Section 4. Quorum of the Committee. Five Committee members shall constitute a quorum for the transaction of business at any meeting, but a majority of those present may adjourn any meeting from time to time without notice until a quorum is present. Any action taken or authorized by a vote of a majority of the Committee present (in person or virtually) at any meeting called and convened at which a quorum is present will have the same force and effect as if all the Committee had been present.

ARTICLE VII: Officers

Section 1. Titles and Terms. The officers of the Society shall be chosen by, and drawn from, the Committee. Appointments shall be made annually. The term of appointment is one year. Re-appointments are allowed, but no officer may continue to serve if they are not also eligible to serve on the Committee. The permanent offices of the Society consist of five officers: a President, two Vice-Presidents, a Secretary and a Treasurer. The Committee may appoint such other officers as it shall deem necessary.

Section 2. Compensation. No salary or other compensation shall be paid to any officer of the Society for his or her services tendered in that capacity, but an officer may receive reimbursement for expenses paid on the Society's behalf.

Section 3. Removal. Any officer elected by the Committee may be removed at any time by majority vote of the Committee whenever in its judgment the best interests of the Society will be served by such removal.

Section 4. Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification, or otherwise may be filled by the Committee.

ARTICLE VIII: Powers and Duties of Officers

Section 1. President. The President shall be the chief executive officer of the Society. He/she shall preside at meetings of the Committee and of the members. He/she shall have general supervision, direction, and active management of the activities and affairs of the Society, shall execute all contracts and other instruments in writing authorized by the Committee, and shall have the powers of supervision and management usually vested in the office of the President of a non-profit corporation. The office of President will rotate, to be held in turn by different members of the Committee.

Section 2. Vice-President for Programs. The primary role of the Vice President for Programs is to aid the President in any aspect deemed prudent. Further, the Vice-President for Program's duties center on coordination of the Society's activities, in particular the fellowship program; events held in conjunction with the Modern Language Association annual convention; and any events and meetings sponsored by the Society. In addition the first Vice-President shall oversee coordination of website maintenance and *Newsletter* production. The First Vice-President may delegate the administration of these duties to any Committee or Society member and is in fact encouraged to actively seek volunteers to fulfill these duties.

Section 3. Vice-President for Public Relations. The primary role of the Vice-President for Public Relations is to aid the President in any aspect deemed prudent. Further, the Second Vice-President shall coordinate and/or oversee all public relations, development, marketing and sales strategies including but not limited to annual giving and membership drive. The Second-Vice President may delegate the administration of these duties to any Committee or Society member and is in fact encouraged to actively seek volunteers to fulfill these duties.

Section 4. Secretary. The Secretary shall keep the membership roll, take minutes of meetings, and tend to the Society's correspondence.

Section 5: Treasurer. The Treasurer shall serve as the principal financial officer of the Society. He/she shall have charge of all funds and securities shall make such banking arrangements as the Committee may direct, shall collect and receive monies due the Society, and shall make payments by or on behalf of the Society. He/she will be responsible for preparing a year-end financial statement to be presented at the annual

business meeting and/or in the form of email notification, website postings or text printed in the *Newsletter*.

**ARTICLE IX:
Committees**

Section 1. Sub-Committees. The Committee may arrange for other special sub-committees (such as Membership, Fellowship, Program, or Publications) in addition to the Nominating Committee provided for in Article V, Section 5.

Section 2. Appointment. The Chair and members of all sub-committees shall be appointed by the Committee. The Nominating Committee shall be appointed in the manner prescribed in Article V, Section 5. Each individual who is a member of the Society shall be eligible to serve on any committee whether or not a Committee member, subject in the case of the Nominating Committee to the provisions of Article V, Section 5.

Section 3. Term. Members of all sub-committees shall serve at the pleasure of the Committee. The Committee may create or dissolve any sub-committee at any time.

**ARTICLE X:
Procedures**

Section 1. Rules of Order. Robert's Rules of Order (Revised) shall govern procedure on all matters not covered by these By-Laws.

Section 2. Proxies. The term "proxy" shall include not only the Society's official proxy sent and returned by post but also all such forms of communication as the Committee may approve, including mail ballots and messages and responses transmitted by fax or e-mail.

Section 3. Fiscal Year. The fiscal and business year of the Society shall be the calendar year.

**ARTICLE XI:
Miscellaneous**

Section 1. Indemnification of the Board and Officers. The Corporation shall, to the fullest extent permitted bylaw, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Corporation) by reason of the fact that he or she is or was a Board member, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses

(including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 2. Irrevocable Dedication. The Corporation is not organized, nor shall be operated, for a pecuniary gain or profit. The property, assets, profits and net income of the corporation are irrevocably dedicated to religious, charitable, scientific and educational purposes, and no part of the profits or net income shall inure to the benefit of any officer or member thereof.

Section 3. Dissolution. Should the Society cease to act and be dissolved, its property and assets then remaining shall be paid over to and become the property of a charitable organization designated by the Committee, provided, however, that payment shall be made hereunder only to such corporations, trusts, foundations, or other organizations which are organized and operated exclusively for religious and/or charitable educational or scientific purposes and which are exempt from Federal income tax under Section 501(a) of the Internal Revenue Code (the "Code") as now enacted or as may hereafter be amended as organizations described in Section 501(c)(3) of the Code. In the event that the organizations herein above named shall not qualify hereunder, the amount which it would have received upon dissolution shall be paid over to one or more other qualifying organizations.

ARTICLE XII: Amendment to By-Laws

These By-Laws may be altered, amended, or repealed by a majority vote of the Committee present at any regular or special meeting. They may also be changed by a two-thirds vote of the members entitled to vote taken at an annual meeting or at a properly constituted special business meeting at which a quorum is achieved; proposals for such changes in the By-Laws to be voted upon by the membership shall be circulated in the notice for the said annual meeting or special business meeting. Any proposed Governing Committee designated changes or amendments to the By-Laws must be announced in one of the following: the Newsletter, website, or leaflet, at least two weeks prior to the Committee meeting which will vote on their adoption.

SCHEDULE A
BYLAWS
WILLIAM MORRIS SOCIETY IN THE UNITED STATES

2011 ANNUAL DUES

For the year 2011, the annual dues for various classes of membership in the William Morris Society shall be as set forth below:

- a. Student (with proof of academic affiliation) - \$30.
- b. Regular - \$50
- c. Institutional Library - \$65
- d. Life - \$750 or more; contributed on a one-time basis, either for the general use of the Society or for a particular use or uses prescribed by the donor with the approval of the Committee.