

THE WILLIAM MORRIS SOCIETY IN THE UNITED STATES

BY-LAWS

As amended November 19, 2020

ARTICLE I: The Society's Name and Objectives

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

Section 2. Objectives. The William Morris Society in the United States exists to further the appreciation of the work of its namesake, William Morris, a 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 objective of 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-UK, 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 of the Society have Associate Member (non-voting) status in the William Morris Society-UK in Britain and enjoy certain reciprocal benefits of membership.

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. Such 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 shall be mailed to their address (electronic and/or physical) as recorded in the Society's records.

ARTICLE III: Dues

Section 1. Amount. The Board of Directors 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 By-Laws.

Section 2. Date Payable. Dues due dates shall be set by the Board, which may also set a policy for how to treat members who have paid for membership periods of less than one year and set a period after the due date at which time members who have not paid their dues shall cease to be members. Persons whose membership is terminated for nonpayment may regain their membership by paying back dues.

ARTICLE IV: Meetings of Members

Section 1. Annual Meeting. The Society shall hold an Annual Membership Meeting at a place and time designated by the Board in the notice thereof, which may be held in-person or by remote communications in accordance with Section 211 of the General Corporation Law (*i.e.*, held via telephone or video conferences or other electronic means so long as all participants may communicate with each other), or a combination of those methods, as the Board deems appropriate. The minutes of the annual meeting shall be publicized in the form of electronic notification, website postings or text printed in the magazine.

Section 2. Special Business Meetings. Special membership meetings, whether in-person or virtual, for the transaction of business may be called at any time by the President or any two other officers of the Board of Directors, or by signed petition from five or more members.

Section 3. Notice of Meetings. Notice of the time and place of the annual membership meeting and of the time, place, and purposes of any special membership business meeting shall be given to each member entitled to vote not less than 10 nor more than 60 days before the date of the meeting by mail or email . If any meeting is held by remote communications, such notice shall set forth means of remote communications by which such members and any proxy holders may be deemed to be present in person and vote at such meeting.

Section 4. Voting. Each member of the Society, other than Institutional/Library members, shall be entitled to cast one vote in the election of the Board 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 Board 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 at any annual or special meeting shall constitute a quorum for the election of the Board or transaction of any other business.

ARTICLE V: Board of Directors

Section 1. Governance. The William Morris Society in the United States is an autonomous organization, governed by a Board of Directors (referred to in this document as the "Board").

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

- Oversee the work of the Society;
- Appoint officers as called for in Article VII, Section 1;
- Ensure compliance with legal requirements;
- Assess and collect dues and manage the Society's funds;
- Support ties with other like-minded organizations, including the William Morris Society-UK in Britain and the William Morris Society of Canada;
- Administer a fellowship program;
- Appoint regional representatives to co-ordinate local activities wherever appropriate;
- Publish a newsletter or magazine at least once annually;
- Communicate with members by means of whatever media are deemed most practical (*e. g.*, e- letters, social media platform);
- Keep a list of members;
- Periodically advise members as to the activities and operation of the Society;
- Arrange events and meetings sponsored by the Society alone or with other groups and institutions;
- Maintain the William Morris Society-US website;
- Publish works relating to the study of Morris and any other works which the Board may consider significant; and
- On occasion, make appropriate tributes to those who have furthered the aims of the Society.

Section 3. Number and qualifications. The Board shall consist of a minimum of seven directors, or such higher number as the majority of the Board may agree upon, each of whom must be a member of the Society. If possible, these shall be chosen to represent at least three areas of interest or expertise (*e.g.*, art, history, literature, printing and book design, bibliography, museum curating, etc.) and selected from academics and non-academics alike. In addition, a serious effort shall be undertaken to elect as a Board member at least one early-career professional.

Section 4. Election and Term.

(a) Election of Board members will take place annually, preferably at the annual meeting of members. A simple majority of the attending members shall constitute enough votes for election. In a case where there are more candidates than positions on the Board, those with the largest number of votes shall be elected until the positions are filled.

(b) The Board has been divided into three classes, each approximately one-third the size of the entire Board. Board members shall serve for until the expiration of the third annual meeting at which they are elected, unless Board members were elected to a shorter term to equalize the size of each class, in which case such director's term shall expire at the end of the annual members meeting for such year. A Board member may serve for as many as two three-year terms (plus any shorter terms which do not in the aggregate add up to three years) at which point such director must step off the Board for a period of no less than one year before being considered for re-election; *provided, however*, that the Board may extend a director's term beyond two three-year terms (plus any shorter terms which do not in the aggregate add up to three years) by a vote of a majority of the entire Board if it determines that special circumstances warrant such extension.

Section 5. Nominations. The Nominating Committee, consisting of at least three members of the Society, at least one of whom shall be a Board member, shall be appointed by the President at least two months prior to an annual meeting at which an election of Board members will take place. With the consent of the Board of Directors, 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.

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

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

Section 8. Removal. Board members may be removed for cause by majority vote of the Board provided that at least a majority of the Board are present at the meeting taking such action. The Board may adopt a policy on meeting attendance and failure to attend the requisite number of meetings pursuant to such policy may be deemed “cause” by the Board. Board members, indeed the entire Board, 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.

ARTICLE VI: Meetings of the Board

Section 1. Regular Meeting Schedule The Board shall meet annually after the annual membership meeting and regularly throughout each calendar year.

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

Section 3. Place of Meeting; Notice. The Board may, as it may from time to time determine, hold its meetings, regular or special, at any place and time and/or via telephone or video conferences or other electronic means so long as all participants may communicate with each other, and may at any such meeting transact any and all business pertaining to the Society. Notice of the time and place for meetings shall be given either personally, or by telephone, facsimile or ordinary or electronic mail, at least one week before the date on which said meeting is to convene. Any requirement of furnishing a notice shall be waived by any Board member who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 4. Quorum of the Board; Action of the Board. Fifty-one percent of Board members shall constitute a quorum for the transaction of business at any meeting. A majority of those present may adjourn any meeting without notice until a quorum is present. The vote of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. Any one or more members of the Board may participate in a meeting of the Board by mean of a telephone or video conference or similar communications allowing all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. Any action permitted to be taken at a meeting of the Board (or committee) may be taken without a meeting, without prior notice and without a vote, if each of the Board or committee members then in office consents thereto in writing. Such writing or writings shall be submitted to the Secretary and shall be filed with the minutes of proceedings of the Board or committee.

ARTICLE VII: Officers

Section 1. Titles and Terms. The officers of the Society shall be chosen by, and drawn from, the Board, provided that any Assistant Secretary or Assistant Treasurer need not be a Board member. Appointments shall be made at the annual meeting of the Board or at such times as there are vacancies in any office. The term of appointment shall run until the end of the next annual meeting of the Board. Re-appointments are allowed, but no officer (other than any Assistant Secretary or Assistant Treasurer) may continue to serve if such person is not also eligible to serve on the Board. The permanent offices of the Society consist of four officers: President, Vice-President, Secretary and Treasurer. The Board may appoint such other officers (including multiple Vice Presidents) as it shall deem necessary. Any two or more offices may be held by the same person, except that the offices of President and Secretary and President and Treasurer shall not be held by the same person. The Board

may also elect an outgoing President to the office of Past President; such officer need not be a member of the Board while holding such office but, if not, shall have the right to receive notice of and to attend all meetings of the Board and to participate in the discussion of any matters, but shall not be entitled to vote or otherwise be considered a member of the Board and shall not be responsible for any action or omission by the Board.

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 may be removed at any time by vote of a majority of members of the Board whenever in their 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 Board.

ARTICLE VIII: Powers and Duties of Officers and Co-Ordinators

Section 1. President. The President shall be the chief executive officer of the Society. The President shall preside at meetings of the Board and of the members; have general supervision, direction, and active management of the activities and affairs of the Society; execute all contracts and other instruments in writing authorized by the Board; and have the powers of supervision and management usually vested in the office of the President of a non-profit corporation. The President will also maintain our ties with the Morris Societies of Great Britain and Canada to ensure collaboration and joint initiatives whenever possible.

Section 2. Vice-President. The Vice-President shall assist the President, co-ordinate the fellowship program in conjunction with two other Board members, and assume other roles as needed. It is envisioned that the Vice-President will rotate into the role of President unless an alternate succession is voted on by the Board.

Section 3. Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these By-Laws; record or cause to be recorded the minutes of all meetings of the Board and any Board committees; maintain copies of all governance documents and minutes of Board meetings and meetings of Board committees acting in lieu of action by the Board, and perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board.

Section 4: Treasurer. The Treasurer shall serve as the principal financial officer of the Society; maintain and invest all funds and securities; make such banking arrangements as the Board may direct in the interests of the Society; collect and receive monies due the Society; and make payments by or on behalf of the Society; be responsible for preparing a year-end financial statement to be presented at the annual membership meeting and/or in the form of email notification, website posting, or text printed in the magazine; in coordination with the President and Secretary ensure that legally mandatory reports and other filings are made in a timely manner; and perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board.

Section 5. Co-Ordinators. The Board may appoint Co-Ordinators for certain specified tasks, such as programs, publications, events and outreach, or membership, who do not need to be Board members. Such Co-Ordinators shall work with the officers and the Board and shall attend Board meetings as appropriate.

ARTICLE IX: Emeritus Positions

The Board may designate any former director as a Director *Emeritus* in recognition of years of dedicated services, each such position to have term as designated by the Board; if no term is specified, the term shall terminate at the end of the third annual meeting following such person's election, subject to re-election, or until resignation. Directors *Emeriti* shall not be required to satisfy any attendance requirements or term limits. Such positions shall be honorific; Directors *Emeriti* shall have the right to receive notice of and to attend all meetings of the Board and to participate in the discussion of any matters, but shall not be entitled to vote or otherwise be considered a member of the Board and shall not be responsible for any action or omission by the Board.

ARTICLE X: Committees

Section 1. Committees. The Board, by resolution approved by a majority of the entire Board, may establish one or more other committees of the Board, of one or more directors (which may include as adjunct members persons who are not directors, who shall not have the right to vote or be counted for quorum purposes), each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board to the maximum extent allowed by law. The Board may also establish committees of the Society which do not have the authority of the Board (such as Membership, Outreach, Program, or Publications) in addition to the Nominating Committee provided for in Article V, Section 5, which may include as members persons who are not directors, which committees shall have such authority as the Board may delegate, except to the extent prohibited by the General Corporation Law.

Section 2. Appointment. The Chairs and members of all committees shall be appointed by the Board, except 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 non-Board committee whether or not a Board member, subject in the case of the Nominating Committee to the provisions of Article V, Section 5.

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

ARTICLE X: Miscellaneous

Section 1. Fiscal Year. The fiscal and business year of the Society shall be the calendar year.

Section 2. Indemnification of the Board Members and Officers. The Corporation shall, to the fullest extent permitted by law, 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 officer, 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 3. 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 4. 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 Board, *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 vote of a majority of the members of the Board at any regular or special meeting or by unanimous written consent of the directors. They may also be changed by a two-thirds vote of the members entitled to vote at an annual membership meeting or at a properly constituted special membership 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 annual or special membership meeting. Notice of any proposed alteration of these By-Laws or new By-Laws shall have been provided at least 14 days in advance of the meeting of the Board or members at which such change is proposed to be considered; *provided, however*, that no advance notice is required for any amendments adopted by unanimous written consent of the directors.