

CONSTITUTION AND BYLAWS
FOR THE
JOSIAH ROYCE SOCIETY
Proposed Revised Version, December 2005

ARTICLE I Purpose

The purpose of the Josiah Royce Society shall be to encourage study of the life and work of Josiah Royce (1855-1916), both for his original contributions to the development of the ethical, metaphysical, epistemological and political expressions of American philosophy; and for his professional associations and philosophical friendships with such leading figures of the “Golden Age” of American philosophy as C. S. Peirce, W. James, G. Santayana, J. Dewey, W. E. Hocking, and C. I. Lewis.

ARTICLE II Members and Supporters

Any person agreeing to the purpose of the Society will be admitted to membership and shall continue as a member while current dues are paid. Each member shall have one vote in all business meetings and mail ballots of the Society at large.

Institutions may subscribe to the publications of the Society or support its mission in other ways; however, they are not considered to be members.

Members will pay annual dues at a rate set by the Executive Committee. Membership runs on the calendar year, January through December. Payments are considered retroactive to January of the current year unless otherwise specified by the member or institutional subscriber.

Any person who has served a term of office as President of the Society, and is also a current member, is a Fellow of the Josiah Royce Society. The Executive Committee may also appoint other individuals as Fellows of the Society. Fellows may serve in advisory capacities, or otherwise assist current officers of the Society in ways that may be established by the Executive Committee, the current President, or the Society at large.

ARTICLE III Officers

The officers shall be a President, Vice President, Secretary, and Treasurer. These offices are elected positions and are voted on by the membership as detailed in Article VII. No person can serve as President more than twice in the life of the Society. There is no limit on the number of terms that the Vice President, Secretary, or Treasurer may serve. Terms of office begin at the conclusion of the annual meeting following the election. The President's term shall be one year; the Vice President's term, three years; the Secretary's term, three years; the Treasurer's term, three years.

The President shall be the senior officer and will be responsible for the general administration of the affairs of the Society. The President will preside at all meetings of the Society or its Executive Committee. After the term of office, the President becomes Immediate Past President and serves in an advisory role as a non-voting *ex officio* member of the Executive Committee until a new person is elected President.

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The Vice President shall assume the duties of the President if the latter is incapacitated or unable to attend a Society function. The Vice President shall be the parliamentarian of the Society.

The Secretary shall keep a current list of members of the Society for purposes of officially establishing membership status when required for any reason. The Secretary will make a record of both program and business meetings of the Society and will see to it that these records are promptly recorded in the Society's minutes, and published to the Society's members. The Secretary will be in charge of managing and certifying the results of all ballots of the Society, either at meetings or by mail.

The Treasurer will be responsible for receiving and depositing all funds incoming to the Society, including all membership dues, subscription fees, or other monies paid the Society for any purpose whatsoever. The Society's treasury shall be maintained in a "non-profit" bank account in the name of the Society. The Treasurer will also execute all payments and disbursements from the treasury when such are authorized by the Executive Committee. The Treasurer will keep a written record of all financial activities pertinent to the treasury of the Society and will give a financial report at the Society's annual business meeting. These reports will be promptly recorded in the Society's minutes, and published to the Society's members.

The order of seniority among the Society's elected officers shall be: President, Vice President, Secretary, Treasurer. Between annual meetings of the Society, a vacancy occurring in the Presidency shall be automatically filled by the Vice President. Such a vacancy in any other elected office shall be filled by a member appointed by the President and confirmed by a majority vote of the Executive Committee. Such interim Presidential appointees may be eligible to be elected to office at the next annual meeting of the Society.

ARTICLE IV *Executive Committee*

The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, four at-large Representatives, and the Immediate Past President (*ex officio*). No person can serve in more than one capacity on the Executive Committee.

Each at-large Representative will serve a two year term, which begins at the conclusion of the annual meeting following the election. Two Representatives shall be chosen each year by a vote of the membership. No person can serve more than two consecutive terms as an at-large Representative.

The Executive Committee shall meet at such times and places as it may determine, or at special meetings called by the President or by a majority of the members of the Executive Committee. In the interim period between annual meetings of the Society, the Executive Committee shall conduct all matters normally required to administer the affairs of the Society, except for constitutional amendments and elections of officers. The Executive Committee may conduct its business by phone, e-mail, regular mail, or other means of communication. The Executive Committee will supervise the treasury and will not permit expenditures in excess of funds available. It will arrange all meetings of the Society and will require an announcement of their time and place to be conveyed to all members well in advance of Society meetings.

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ARTICLE V *Other Committees*

The President shall appoint a nominating committee, composed of two members of the Society (not currently serving on the Executive Committee) and one currently serving on the Executive Committee (besides the President him or herself), to present nominees in accordance with election procedures given in Article VII. The term of office of this committee will expire at the conclusion of the election in question.

The President or a majority of the Executive Committee may appoint such *ad hoc* committees as may be required to conduct the affairs of the Society.

Status as a committee member may be discontinued by a majority (four or more members) vote of the Executive Committee.

ARTICLE VI *Meetings*

An annual business meeting of the Society shall be held at a time and place determined by the Executive Committee, ordinarily at a philosophy conference that regularly attracts scholars of American philosophy. At least one month prior to the annual meeting, the Secretary shall send each member an agenda for the business meeting.

Program meetings may be called by the Executive Committee as desired. A program meeting may be held in conjunction with the annual business meeting.

A ballot on any issue coming before the Society will be initiated upon written request by five or more members present; the ballot shall be distributed either by mail or e-mail according to a vote of the members present at the meeting.

ARTICLE VII *Elections*

Election of members of the Society's Executive Committee shall normally be conducted in the following manner.

The President shall appoint a nominating committee that shall produce nominees, when appropriate, for President, Vice President, Secretary, Treasurer, and at-large Representatives. The chairperson of the nominating committee will report its nominations by mail, e-mail, or other appropriate means at least six weeks prior to the annual business meeting. In addition, any member of the Society may nominate additional persons for any elected office, by submitting such nominations to the President. Persons not members of the Society may not be nominated or hold office.

The Secretary will supervise the balloting, which will be conducted by mail, e-mail, or other appropriate means, to the whole membership in advance of the annual meeting. The election of officers and at-large Representatives will be settled by a plurality—i.e., the largest number of votes for any one candidate—of those voting. The Secretary incumbent at the start of the election will certify the results of the election and cause them to be published to the Society's membership at the annual meeting.

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ARTICLE VIII *Conferences*

In order to promote the purpose of the Josiah Royce Society as stated in Article I, the Society shall endeavor to sponsor paper sessions at regional meetings of the American Philosophical Association, at national and regional meetings of the Society for the Advancement of American Philosophy, or at other locations as is deemed appropriate. The Executive Committee is charged with recruiting and hosting these sessions. The Executive Committee can convey this authority to individual Delegates to specific conferences, or to a Program Committee (whose members, duties, and terms will be established by the Executive Committee).

ARTICLE IX *Publications*

In order to promote the purpose of the Josiah Royce Society as stated in Article I, the Society shall seek venues for the publication of scholarship related to the work of Royce. One of the at-large Representatives shall be named the Communications Director by a vote of the Executive Committee. The Communications Director will be primarily responsible for encouraging the publication of research related to the work and legacy of Royce, especially by cultivating relationships with extant journals and presses that would be receptive to publishing work by and about Royce.

ARTICLE X *Tax-exempt Status and Activities Forbidden Thereby*

The Josiah Royce Society is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Josiah Royce Society shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause (Article I) hereof. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI *Amending the Constitution and Bylaws*

Amendments to the Society's Constitution and Bylaws may be proposed by the Executive Committee, or by petition of any five members of the Society. Amendments shall be adopted by a majority (>50%) vote at the annual business meeting, unless a mail or e-mail ballot is requested. In case of a mail or e-mail ballot, a majority (>50%) of those members replying within one month of the ballot mailing shall decide the issue.