

Constitution of the New Chaucer Society  
Revised Fall 1996

**Article I: Name and Location**

The name of the corporation is "The New Chaucer Society," hereafter referred to as "the Society." The principal office of the corporation shall be located at a place determined by the Board of Trustees.

**Article II: Definitions**

"Society" shall mean and refer to The New Chaucer Society, its successors and assigns; "Member" shall mean and refer to those persons who pay dues to the Society. Honorary Members are excused from such payment.

**Article III: Purposes**

The purposes of the Society shall be:

- a. to promote interest in Chaucer and to advance Chaucer studies.
- b. to make accessible to all Members, by means of publications approved by the Society, information of common interest, especially concerning the teaching of and research in Chaucer.
- c. to hold international congresses and other meetings for the purpose of exchanging ideas and techniques pertinent to the proper study of Chaucer and his time.
- d. to promote the publication of research and texts in Chaucer and related fields.
- e. to promote the teaching of Chaucer and related areas at all appropriate levels of education.
- f. to sponsor long-range projects of importance to Chaucerian scholarship.
- g. to operate and maintain the Society exclusively for educational purposes.

None of its members shall enjoy any pecuniary profits from its operation.

**Article IV: Membership**

As defined in Article II, and upon application to the office of the Executive Director, membership is open to all concerned with the study of Chaucer and of related topics. In addition, the Board of Trustees shall have the power to elect honorary Members whose work relates to Chaucer studies.

Each member in good standing shall have the right to cast a vote in open meetings, elections, and other activities of the Society when a vote of the membership is called.

Dues to the Society shall be paid on or before 1 October of the preceding membership year. However, dues may be paid for a longer period. A member in default of dues two (2) months after second billing of dues has been mailed shall forfeit membership.

The dues shall be established by the Board of Trustees as recommended by the Executive Director. The Board of Trustees may in certain circumstances reduce or waive dues.

Members who have retired from their institutional appointments, provided they have been Members of the Society for a five-year period, shall, on application, pay one-half the regular dues.

The Executive Director, in consultation with the Board of Trustees, shall have the power to determine whether libraries, affiliated associations, and centers should be required to pay an annual subscription fee, and if so, to fix the amount.

**Article V: Meetings of the Membership**

An international congress of the Society shall be held at intervals of two (2) years in a place to be recommended to the Board of Trustees by the

Executive Director. Each congress shall be devoted to the study of Chaucer and related topics.

Written notice of each biennial congress shall be given by, or at the direction of, the Executive Director, by mailing or publishing a copy of such notice, postage prepaid, at least sixty (60) days before the meeting to each Member in good standing, addressed to the Member's address last recorded in the office of the Society or supplied by such Member to the Society for the purpose of notice. Only Members of the Society shall have the right to propose papers to the Congress Program Committee for its consideration. Other persons may attend a congress subject to the payment of a registration fee or by invitation within the limits of the accommodations available and other considerations.

Each international congress shall include a business meeting, at which the Executive Director shall report to the Members on the administrative and financial affairs of the Society.

#### **Article VI: Resolutions and Other Business**

The voting of the Society shall be conducted through written mail ballot. All members in good standing may vote by mail ballot on such issues as shall arise for the consideration of and presentation to the membership. Such ballots shall be prepared, mailed, and tabulated by the Executive Director in accordance with instructions from the Board of Trustees.

Resolutions, if approved by the Resolutions Committee, must be submitted by the Resolutions Committee to a mail ballot of the Members six (6) weeks before the biennial meeting of the Board of Trustees. The Executive Director shall report the results of all

mail ballots at the biennial business meeting.

All resolutions must directly uphold the purposes of the Society. The Resolutions Committee shall be chaired by a member of the Board of Trustees, and include two (2) or more other Members of the Society. The Resolutions Committee shall be appointed by the President of the Society and shall serve for not more than two (2) years. The Committee may transact its business by mail and telephone if necessary.

#### **Article VII: Trustees**

The Society shall be managed by seven (7) Trustees elected by the membership, and two (2) Officers: a President elected by the Trustees, and an Executive Director appointed by the Trustees. The nine (9) Officers and Trustees shall constitute the Board of Trustees, with one (1) vote apiece. Insofar as possible, the composition of the Board of Trustees should reflect the international character of Chaucerian studies and the variety of the membership of the Society.

The Trustees shall be elected biennially by the membership for staggered terms of four (4) years extending from the end of one biennial congress through the end of the second (four years later) after their election.

The President shall be elected by a majority (at least 5) of the Trustees to serve for two (2) years, from the end of one biennial congress through the end of the following congress (two years later).

The Executive Director shall be appointed by the President and Trustees to serve for a term of six (6) years.

The President and the Trustees shall not normally succeed themselves without the lapse of one (1) term between elections. The Executive Director may be appointed for two (2) successive terms.

All Officers and Trustees must be Members of the Society at the time of election or appointment.

In the event of the resignation or death of the President, the Executive Director, or a Trustee, a successor shall be selected by the Board of Trustees to serve for the unexpired term.

The President and Trustees shall receive no compensation for their services to the Society. However, they may be compensated for expenses incurred in connection with such service. The Executive Director may receive compensation as determined by the Board of Trustees.

#### **Article VIII: Nomination and Election of Trustees**

The Trustees shall be elected in alternating groups of three (3) and four (4) in the years of the biennial congresses. Nominations shall be made by a Nominating Committee chaired by a member of the Board of Trustees and including four (4) other Members of the Society--a total of five (5). The Nominating Committee shall be appointed by the President to serve for two (2) years between one biennial congress and the next.

Nominees to the Board of Trustees must be Members of the Society at the time of nomination. The Nominating Committee shall place upon the ballot names equal to at least twice the number of Trustee positions subject to election.

Nominations may also be made by written petition from at least ten (10) Members to the Executive Director. A call for nominations shall be published in the Society newsletter in the fall preceding the election. Nominations by petition shall be placed on the ballot automatically unless the Nominating Committee finds a constitutional reason for disqualification. Nominations by

petition must reach the Executive Director by 1 January, one (1) month prior to the beginning of the election period. Normally ballots will be mailed to the membership in February and the election period will end 1 April.

Voting will be by signed ballot, with the Executive Director tallying the votes. The ballot shall consist of nominations made by the Nominating Committee plus nominations made by written petition, all arranged in alphabetical order. The candidates with the largest numbers of votes shall be declared elected. In the event of tie votes, the election shall be decided by the Board of Trustees. All ballots shall be kept on file for one (1) year.

#### **Article IX: Meetings of the Trustees**

Meetings of the Board of Trustees shall be held at least biennially in conjunction with the biennial congress.

Special meetings of the Board of Trustees may be called by the President, by the Executive Director, or by a majority (at least 4) of the elected Trustees.

The Executive Director shall inform the Officers and Trustees of the time and place of the meeting in writing at least thirty (30) days in advance of the meeting.

Five (5) of the nine (9) Officers and Trustees shall constitute a quorum at a called meeting. Action by the majority of Trustees at a called meeting shall be regarded as action by the entire Board.

The Executive Director may act between meetings of the Board of Trustees on behalf of the Society. On matters affecting policy or finance, the Executive Director shall consult with the President and the Trustees by mail or by telephone. Any action approved in writing by a majority (at least 5) of the nine (9) Officers and Trustees shall have

the same effect as though taken at a meeting of the Board of Trustees.

**Article X: Duties of the Trustees**

The Board of Trustees shall have the authority to:

- a. adopt and publish rules and regulations governing the Society.
- b. exercise for the Society all powers, duties, and authority vested in or delegated to the Society and not reserved to the membership by other provisions of this Constitution, or Articles of Incorporation.
- c. designate an annual stipend for the Director.
- d. appoint a Program Committee (with the Executive Director and the president as *ex officio* members) to design and arrange the program for each international congress.
- e. choose the Biennial Chaucer Lecturer.
- f. employ a manager, an independent contractor, or such other employees as they deem necessary, and prescribe their duties.

The Board of Trustees shall have the duty to:

- a. cause to be kept a complete record of all its actions and corporate affairs and to present a statement thereof to the Members when such a statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote.
- b. supervise all officers, agents, and employees of the Society, and to see that their duties are properly performed.
- c. require from the Executive Director an annual budget and an annual report on fiscal income and expenditures for that year, to be submitted to the Board at the appropriate dates.

**Article XI: Duties of the Officers**

The President shall have the duty to:

- a. preside at meetings of the Board of Trustees and at meetings of the membership. In the President's absence, such meetings shall be chaired by the Executive Director.
- b. serve as an *ex officio* member of the Program Committee for the biennial congress.
- c. appoint, with the advice of the Trustees, all committees necessary to carry out the purposes of the Society.
- d. chair and appoint the Search Committee to nominate the Executive Director when the occasion arises.

The Executive Director shall have the duty to:

- a. prepare the agenda for meetings of the Board of Trustees and of the membership.
- b. cause to be recorded and implemented the actions from such meetings.
- c. give notice of meetings of the Board of Trustees, the biennial congresses, and of meetings of the membership.
- d. maintain records of current addresses and dues payments by Members, and be responsible for mailing to the Members their publications and other materials.
- e. be responsible for organizing the international biennial congresses and other meetings of the Board of Trustees and the membership.
- f. serve as Treasurer and receive and deposit the monies of the Society, pay bills and keep proper accounts.
- g. submit an annual budget and an annual financial report of income and expenditures to the Board of Trustees.
- h. make reports to the Internal Revenue Service and handle all of the other business affairs of the Society.
- i. serve as an *ex officio* member of the Program Committee for the biennial international congress.

With the approval of the Trustees, the Executive Director may arrange for such assistance as may be necessary to conduct the business of the Society.

The Executive Director is fully responsible for all the Society's activities. Though he/she may expect to have assistance in carrying out the operations of the Society, in no case may responsibility for these duties be delegated to another without the express approval of the Trustees, and then only for a specified time. Only the Executive Director and one other member of the Finance Committee designated to act as proxy for this purpose will have signatory power in the Operating Fund Account(s) or any other accounts maintained for the operations of the Society. Funds, including payments, from the operating Account(s) and the Endowment Account(s) are to be kept and managed separately. The signatures of two members of the Finance Committee will be required for any withdrawals from the Endowment Account(s).

It is the responsibility of the Executive Director promptly to assist at every phase and in every way the Local Arrangements committees in planning Congresses, and to maintain continual communication with those planning local arrangements and with the Program Committee. If the Executive Director cannot act in this capacity, another member of the Finance Committee may do so, but on an emergency basis only. It is the responsibility of the Local Arrangements committees to ensure that the Society's best interests are protected, including its financial health.

The Local Arrangements committees must operate within the budget guidelines adopted in advance for each congress by the Executive Director. Before each Congress, the Executive

Director will appoint a member of the Finance Committee to act as his/her proxy in case of an emergency which might prevent the Director from attending or acting at the Congress.

#### **Article XII: Finance Committee**

The duties of the Finance Committee will be: 1) to review, on a continuing basis, all fiscal transactions into and from the various funds of the Society; 2) to manage the financial well-being of the Society in a prudent and rational manner, and to develop and maintain investment, budgeting, and accounting policies and procedures consistent with this goal; 3) to advise the Trustees and Officers of the Society on a regular basis (at least annually) of the Society's financial health and prospects; 4) to advise on and carry out the policies of the Trustees regarding specific projects which the Trustees have decided to fund; 5) to review in detail, at least on a semi-annual basis, the current financial operations of the Society, including the reconciliation of accounts. The Finance Committee will establish detailed procedures, including a schedule for the establishment and review of projected and current annual operating budgets, in order to carry out these duties. These procedures will be reported to the Trustees, when they are established. Any changes must also be reported to the Trustees. The committee may, at its discretion, seek professional advice necessary to the performance of its duties. The Report of the Executive Director at each meeting of the Trustees will contain a report from the Finance Committee.

There are four members of the Committee, two members serving staggered terms of six years (initially, one member will serve four years and the other six years; thereafter, each will serve six years), to be elected in such

manner as the Trustees may decide. The Executive Director is a member *ex officio*. The current President of the Society is a member *ex officio*. All members have voting privileges in the Committee.

**Article XIII: Publications**

The Society shall publish regularly a scholarly publication and newsletter. The form of these two publications shall be proposed by the Executive Director and approved by the Board of Trustees. These two publications shall be sent to all Members. In addition, the Trustees may from time to time authorize special publications by the Society. Editors for all Society publications shall be appointed by the Board of Trustees. The Editors shall be responsible for content and editorial control; the Executive Director shall be responsible for manufacture and distribution.

**Article XIV: Inspection of Records**

The books, records, and papers of the Society shall at all times during reasonable business hours be subject to inspection by any Member upon petition to and approval by the Board of Trustees. The Articles of Incorporation and the Constitution of the Society shall be available for inspection by any Member of the Society. The Executive Director shall print the entire Constitution in one of the Society's publications at least once every four (4) years.

**Article XV: Termination**

If for any reason the New Chaucer Society is terminated, the existing assets of the Society shall pass to the Medieval Academy of America after the satisfaction of all existing indebtedness.

**Article XVI: International Secretaries**

The Board of Trustees may appoint International Secretaries to assist in the purposes and efforts of the Society. Each country is entitled to one (1) such Secretary, who should be chosen from among outstanding Chaucerians in that nation. International Secretaries shall be Members of the Society, shall serve for a four (4) year term, and may succeed themselves. International Secretaries shall assist in recruiting new Members, encourage library subscriptions for the Society publications, advise on publications and congresses, communicate information to and from the Society, and perform other functions deemed appropriate.

**Article XVII: Sponsored Projects**

With the approval of the Board of Trustees, the Society may sponsor or cosponsor projects, such as publications, travel, special purposes, etc., so long as such projects directly uphold the purposes of the Society.

**Article XVIII: Constitutional Amendments**

Constitutional amendments may be proposed to the Board of Trustees by written petition from any Member of the Society. If the Board of Trustees approves such an amendment, it shall direct the Executive Director to submit it to the membership in a mail ballot. A simple majority of the Members voting shall constitute approval.