

Updated February 2021

**CONSTITUTION AND BY-LAWS
OF
THE NINETEENTH-CENTURY STUDIES ASSOCIATION**

CONSTITUTION

Article 1: Name, Territory, and Purpose

- 1.1 Name:** The name of the Association shall be The Nineteenth-Century Studies Association.
- 1.2 Territory:** The territory in which the operations of the Association will be principally conducted is the United States.
- 1.3 Purpose:** The purpose of this non-profit educational organization shall be to advance research and scholarship, with a particular focus on interdisciplinary studies, in all aspects of nineteenth-century culture.

Article 2: Membership

- 2.1 Active Members:** Any individual who supports the purpose of the Association, upon payment of dues, may become an active member.
 - a. Joint Members:** An active member and their spouse may become joint members, with equal and full benefits of active membership, upon payment of joint membership dues as established by recommendation of the Board of Directors and approved by the membership in accordance with the procedures set forth below.
 - b. Sustaining Members:** Any individual or institution, otherwise eligible to be an active or institutional member, may become, upon payment of sustaining dues, a sustaining member.
 - c. Designated Representative of Institutional Member:** Any individual may be designated (in writing to the Program Director) by an institutional member to act as its representative at the annual business meeting and thus authorized to act by proxy on behalf of the institutional member. Such a designated representative, upon payment of the registration fee for the conference, is exempt from paying further individual active membership dues, and may present a paper at the annual meeting at which he or she serves as Designated Representative of Institutional Member, but does not individually receive other benefits already extended to the Institutional Member. Individual participating faculty are encouraged to maintain their own active memberships in addition to their institution's institutional membership or library subscriptions to *Nineteenth Century Studies*.

- 2.2 Institutional Members:** Any educational institution; professional architectural, art, history, literary, preservation, or philosophical society; public or private museum; or related scholarly society may become, upon payment of institutional dues, an institutional member.
- 2.3 Life Members:** Any Active Member of the Society, upon payment of current Life Membership dues established by the Board of Directors, may become a Life Member. Life Members enjoy privileges of membership for life without further payment of annual dues. This membership is open to individuals only and not to institutions.

Article 3: Officers and Board of Directors

- 3.1 The Officers of the Association** shall be elected officers and appointed officers. Elected officers shall be a President, a Vice President, a Treasurer, a Secretary, and an Electronic Communications Officer or Officers; appointed officers shall be a Journal Editor or Editors, an Archivist or Archivists, Conference Organizers, and the Chair of the Graduate Committee. Each of these officers shall be an ex officio member of the Board of Directors during the term of his or her respective office. The officers shall hold office until their successors shall be elected or appointed.
- 3.2 The President** shall be elected to a three-year term, renewable for one additional term of three years, and shall serve on the Board an additional one-year term as Past President. During the second year of a President's first three-year term, the President shall inform the Board of Directors in writing of the President's willingness to stand for reelection to a second three year term as President. In the event the President does not stand for such reelection, a President Elect shall be nominated and elected at the annual meeting prior to the President's last year of office; in the event that the President stands for such reelection, the President-Elect shall not be nominated or elected until the second year of the President's second 3-year term. In the event the President wins such reelection to a second three-year term, the President-Elect position on the board shall be considered vacant until the second year of the President's second three-year term at which time a President-Elect shall be elected.
- 3.3 The President-Elect** shall be elected during the second year of the President's first or second term, in accordance with Article 3.2, to serve during the third year of the President's term as President-Elect.
- 3.4 The Vice President** shall be elected to a three-year renewable term, subject to the term limits as outlined in Article 3.15.
- 3.5 The Treasurer** shall be elected to a three-year renewable term, subject to the term limits as outlined in Article 3.15.

- 3.6** The **Secretary** shall be elected to a three-year renewable term, subject to the term limits as outlined in Article 3.15.
- 3.7** The **Journal Editor(s)** shall be appointed by the Board of Directors and shall serve at the pleasure of the Board with an expectation of a minimum of a three-year renewable term.
- a.** The **Book Review Editor** shall be appointed by the Journal Editor for an up to three-year renewable term concurrent with the Journal Editor's term.
 - b.** The **Exhibitions Review Editor** shall be appointed by the Journal Editor for an up to three-year renewable term concurrent with the Journal Editor's term.
- 3.8** The **Archivist(s)** shall be appointed by the Board of Directors and shall serve at the pleasure of the Board with an expectation of a minimum of a three-year renewable term.
- 3.9** The **Conference Organizers** shall be appointed by the Board of Directors and shall serve a three-year term on the Board of Directors the year before, the year during, and the year after service as Organizers of the annual conference. Members of the Board of Directors may serve terms as Program Directors coterminously.
- 3.10** The **Chair of the Graduate Committee** shall be appointed by the Board of Directors and shall serve at the pleasure of the Board with an expectation of a minimum of a three-year renewable term.
- 3.11** The **Electronic Communications Director(s)** shall be elected to a three-year renewable term, subject to the term limits as outlined in Article 3.15.
- 3.12** **Board of Directors:** The Association shall elect immediately prior to the Annual Meeting for a term of three years no fewer than eight nor more than ten members of the Board of Directors (in addition to the officers and board members enumerated in articles 3.2 through 3.11 above). Terms of service for members of the Board of Directors are renewable and subject to the term limits as outlined in article 3.15. Nominations presented by the Board (or its nominating committee) to the membership shall provide insofar as possible a balanced representation of the various academic fields of the membership.

Elections of Officers and members of the Board of Directors shall be completed via online voting by the Monday prior to the Annual Meeting by a majority vote of the active members voting from a slate of nominees prepared by the Board of Directors or by a Nominating Committee appointed by the Board.

Members may propose to the nominating committee candidates, including

themselves, for any position, at any time prior to 45 days in advance of the Monday prior to the annual meeting. The nominating committee's slate will be posted on the NCSA website no later than 30 days before the Monday prior to the **Annual Meeting**. In the week after this slate is proposed, members may propose additional candidates by a nomination petition, signed by 10 members in good standing of the association and presented to the President, so as to cause such candidate(s) to be added to the nomination slate. Voting will commence 21 days before the Monday prior to the Annual Meeting and close at midnight EST on the Monday prior to the Annual Meeting. In conformity with by-laws article 2.3 below, election of candidates without competition may be determined by vote to endorse the nomination committee's full or partial slate. Candidates competing for the same office shall be decided by individual vote for that office. Board of Directors' terms shall be staggered so that approximately one third of the Board shall be elected each year.

Regular meetings of the Board of Directors shall be held at such times and places as may be fixed by standing resolution of the Board. Special Board meetings may be held at any time upon call of the President and/or three members of the Board. The Secretary shall give at least ten days' notice of any special Board meeting and state the purpose thereof. Minutes shall be kept at all regular and special Board meetings. At least half the members of the Board of Directors (including officers) and at least one officer in attendance shall constitute a quorum at any meeting of the Board.

The Board of Directors shall conduct the incidental or emergency business of the Association between annual meetings.

- 3.13 Unfulfilled terms:** In the event that the President should resign or be unable to serve his or her elected term, the Vice President shall assume the duties of the President until the next Annual Meeting. In the event that any other officer shall resign or be unable to serve his or her elected term, the President shall appoint a member of the Association to serve until the next election (following election procedures outlined in article 3.12 above) and shall immediately notify the Board of Directors of such appointment. In the event that a Director shall resign or be unable to serve his or her elected term, the President may appoint a member of the Association (insofar as possible from within the same academic discipline as the retiring Director) to complete the unexpired term and shall immediately notify the Board of Directors of such appointment.
- 3.14 Board Members in good standing:** All Officers and members of the Board of Directors of this Association who are current on their dues shall be members in good standing of the Association.
- 3.15 Term Limits:** Terms of office of Officers and members of the Board of Directors shall be limited to two successive three-year terms requiring a three-year period off the Board, or in a different position, prior to being eligible for

election to the same position. Appointment or election to Office or a Board position for a partial term shall not be considered in determining this term limit. A Board member, including a Conference Organizer serving ex officio on the Board, elected to a successive Office or Board position shall be eligible for two successive terms in that Office. Exceptions to any term limit may be made, upon recommendation of 2/3rds of the Board of Directors, for the positions of Treasurer, Journal Editor, and Archivist, who may serve successive terms without limit as may be recommended as beneficial to the Association.

Article 4: Senior Advisory Council

- 4.1** A Senior Advisory Council shall be established and maintained, with members appointed by the Board from among association members of longstanding service to NCSA.
- 4.2. Purpose:** The purposes of the Senior Advisory Council are
- a.** to honor past services of senior members of the Association.
 - b.** to provide societal memory and a valuable source of academic and administrative experience to guide the Board of Directors of the Association.

Article 5: Association Meetings

- 5.1** The Association shall hold an Annual Meeting (conference) at such a place as the membership shall approve. The Association shall meet annually at the invitation of an institution of higher learning or other such host society or organization within the territory as defined in Article 1.2, as determined at the Annual Meeting.
- 5.2** The electoral business of the Association shall be conducted principally via online voting completed by the Monday prior to the Annual Business Meeting scheduled during the Annual Meeting (conference). No matter not on the agenda set by the Board of Directors may be considered during the Business Meeting at the conference unless a majority of the active members present and voting shall desire to put the matter on the agenda. The Annual Business Meeting shall have final authority to conduct the business of the Association other than Board elections, but it may refer any questions except elections to an electronic ballot of the membership at any time during the year.
- 5.3** An Annual Meeting may be canceled for emergency reasons by two-thirds vote of the Board of Directors.

Article 6: Publications

- 6.1 The Association shall issue or sponsor publications proposed by the Board of Directors and approved by majority vote of the active members present and voting at the Annual Business Meeting.

Article 7: Dissolution

- 7.1 The Association shall be dissolved by a two-thirds vote of the membership in good standing after the matter has been moved and discussed in two consecutive annual meetings. This vote may be by mail, online, or at an Annual Business Meeting if sufficient numbers of members in good standing are present to achieve the required two-thirds vote.
- 7.2 Upon dissolution, the Board of Directors shall pay all of the liabilities of the Association and dispose of any remaining assets by donation to a non-profit, academic society, or similar association, such group to be determined by the membership of this Association.

Article 8: Amendments

- 8.1 Proposals to amend this Constitution may be made by the Board of Directors of the Association at any Annual Business Meeting. Amendments may also be proposed by members of the Association, upon written petition to the Board of Directors, signed by at least ten active members of the Association. Notice of any proposed amendment must be communicated to the membership at least thirty days prior to the Annual Meeting. Thirty-day advance posting of proposed amendments on the Association's website shall constitute such adequate notice.
- 8.2 To become effective, a proposed amendment to this Constitution must be approved by a two-thirds vote of the active members of the Association present and voting at the Annual Business Meeting.

Article 9: Adoption

- 9.1 This Constitution shall take effect upon adoption by two-thirds of the active members present and voting at the Annual Business Meeting.

*

BY-LAWS

Article 1: Fees and Privileges of Classes of Membership

- 1.1 Active and Life members, as defined in Article 2.1 a, b, & c, and 2.3 of the Constitution and present at the Annual Meeting shall establish the amounts of dues for each class of membership pursuant to the recommendation of the Board of Directors.
- 1.2 Membership dues shall be collected before or at the Annual Meeting. The amount of such dues shall be determined by the Board of Directors.
- 1.3 Only Active and Life members as defined in Article 2.1 a, b, & c, and 2.3 of the Constitution may vote in elections and on business matters of the society.
- 1.4 All classes of membership shall receive a copy of the general publications of the Association except that joint members will receive only one joint copy.
- 1.5 The Association's fiscal year shall be the calendar year for tax and accounting purposes. The Association's membership year shall be October 1st to September 30th, in accordance with conference and prize deadlines and in order to facilitate membership records, etc. Since all conference attendees must be members, dues received by the Treasurer for first-time members will be applied to the membership year in which they are attending the conference; subsequent dues renewals will be required for subsequent years and applied accordingly. Members will receive the society's journal for the year in which they are members.
- 1.6 An honorary active membership in the Association may be extended for a period of one year to one individual each year upon recommendation of the Board of Directors and approval by a majority of the members present and voting at the Annual Business Meeting.

Article 2: Nomination and Election of Officers and Board of Directors

- 2.1 The President shall appoint a Nominating Committee at least two months prior to the Annual Meeting in order to conduct elections. The Nominating Committee shall consist of at least five active members of the Association, including the President who shall chair the Committee without a vote, the Secretary, the Archivist, an additional member of the Board of Directors, and an at-large member who is not currently serving on the Board.
- 2.2 When the terms of Officers or members of the Board of Directors are due to expire, the Nominating Committee shall present to the membership at least 30 days before the Monday prior to the Annual Meeting a slate of one, two, or three nominees per position. The membership shall be notified of the slate by email and announcement on the Association's website. At least 30 days before the

Monday prior to the Annual Meeting, the Nominating Committee's recommendations should be finalized (alterations to be made only if successful petitions are received, as outlined in 3.12 above) and shall be posted online for the membership to review; members should be alerted about the slate via email notification and website announcement. Voting will commence 21 days before the Monday prior to the Annual Meeting. Members should log into the website where they can register their votes regarding the presented slate. Individual elections will be held for election of the President, President-Elect, and Officers; elections to the Board as non-Officers will also be conducted online. Voting should close the Monday before the annual meeting at midnight EST. The President and Treasurer will independently review the electronic votes and present results together to the membership at the Annual Business Meeting. In the event of a tie, the President will break the tie; in the event of a Board Member being unable to complete his or her term, the President will nominate another candidate as a replacement and ask the Board for an e-vote confirmation. The replacement candidate will be eligible for the Nominating Committee's consideration at the next regular election.

Article 3: Duties of Officers and Directors

3.1 President: The President is the chief executive officer of and spokesperson for the Association. They are responsible for promoting the goals and purpose of the Association, its welfare, and its prosperity. The President convenes and presides over the Board of Directors and shall guide the development of the Association in consultation with the Board of Directors. The President appoints all committees created by the Board of Directors unless other provision is made for their appointment. At least three weeks prior to the Annual Board Meeting, the President shall send an agenda for that Board Meeting to the Board of Directors.

The President may forbid (in writing) the payment of any bill incurred by an Officer or Director if this payment is unauthorized by the approved budget. With the approval of three quarters of the Board of Directors, expressed in writing, the President may remove any other Officer or Director from office provided the reasons for doing so are stated in writing and made available to the membership.

3.2 President-Elect: During the third year of a President's last term the President-Elect shall serve in training to become the following year the President of the Association; the President-Elect shall assist the President in the administration of the Association.

3.3 Vice President: The Vice President shall assist the President in the administration of the Association, including oversight of publications and planning, long-range planning and new programs, policy making, and advancing the mission of the society, as well as specific oversight of all committees. The Vice President shall assume the duties of the President in the absence of the President or inability of

the President to serve their term of office as outlined in Article 3.13 of the Constitution of this Association. With the cooperation of the Conference arrangers and Standing Committee Chairs, the Vice President shall develop and maintain guides for the conduct of annual meeting planning and standing committee work, outlining by month action required in order to provide for the timely execution of this work, including a) annual meeting registration and local arrangements; b) annual meeting program development from Call for Papers to Final Program; c) Nominating Committee; and d) other committees as may be formed with multiple-year charge.

- 3.4 The Treasurer:** The Treasurer shall manage the collection and disbursement of Association funds as directed by the Board of Directors. The Treasurer shall manage the collection of dues, work with the Secretary and Electronic Communications Director to maintain membership rolls, and report to the Board of Directors annually on the status of membership in all categories. The Treasurer shall provide mailing labels of current paid members, upon request, to the Journal Editor, to the Program Director and/or Local Arrangements Director of the Annual Meeting, and to anyone authorized by the Board of Directors to receive the membership list, for the purpose of mailing association publications, announcements, or other materials approved by the Board of Directors to be distributed to members.

The Treasurer shall prepare an annual financial report, providing an itemized and full report of income and expenditures and a thorough accounting of the association's fiscal status, including membership status, and shall distribute an annual itemized Treasurer's Report at the Annual Business Meeting. Normal and routine expenses may be paid directly by the Treasurer as authorized by and not to exceed the budget adopted at the Annual Business Meeting. The Treasurer shall prepare for each Annual Business Meeting a proposed Association budget for the following year and shall receive and review the proposed budget prepared by the Program or Local Arrangements Director of the Annual Meeting, reflecting the same in the Association's Annual Budget.

- 3.5 Secretary:** The Secretary shall record the proceedings of the Association, maintain the administrative correspondence of the Association, record or have recorded minutes of the Annual Business Meeting, minutes of all meetings of the Board of Directors, and minutes of any Association committee meeting so designated by the President as requiring minutes to be kept, and shall distribute such minutes as designated by the Board of Directors. The Secretary shall work with the Treasurer and Electronic Communications Director to maintain membership rolls and shall maintain current and recent lists outlining the Board of Directors by name of Board member (including year term ends), affiliation, field, Board position, address (postal and e-mail), and phone(s), and distribute such lists to Board members. The Secretary shall also maintain rotation charts organized by year, indicating which positions, held by which members, will be up for reelection or reappointment at each coming year's meeting. These rotation charts shall include Officers, Board members, and members of the Senior Advisory Council, and shall be updated and given to the President at the time of submission of minutes for each year's annual meeting.
- 3.6 Journal Editor:** The Journal Editor or Editors shall be responsible for the receipt (and solicitation as necessary) and review of manuscripts, the editorial preparation and publication, and working with Penn State University Press to produce the journal of the Association, which shall be called *Nineteenth-Century Studies*. The Editor or Editors shall operate within the budget approved for such purposes by the Board of Directors but may receive on behalf of the Association contributions and/or grants from other societies, organizations, or institutions, in support of the journal, reporting the same to the Treasurer. The Journal Editor or Editors shall serve at the pleasure of the Board of Directors. The Journal Editor or Editors may be removed from office by the President for just cause and with the advice and consent of a majority of the Board of Directors following written explanation by the President to the Board of the need or desirability for such removal from office. In the event of multiple Journal Editors, only one may vote at Board meetings in the position of Journal Editor while all are welcome to attend such meetings.
- a. The Review Editor** shall be responsible for the receipt (and solicitation as necessary) and editorial review of book review manuscripts, and the mailing of same to the Journal Editor in a timely manner to meet publication deadlines established by the Journal Editor in a quantity and following journal editorial standards as determined by the Journal Editor in consultation with the Review Editor and as determined by established practice for the journal.

- b. **The Exhibitions Review Editor** shall be responsible for the writing of (and solicitation by others as determined appropriate in consultation with the Journal Editor) reviews of art exhibitions and other such exhibitions or performances as may be of interest to the membership of the society, the obtaining of illustrative materials and permissions to publish same as may be appropriate to the review, and the mailing of same to the Journal Editor in a timely manner to meet publication deadlines established by the Journal Editor in a quantity and following journal editorial standards as determined by the Journal Editor in consultation with the Review Editor and as determined by established practice for the journal.
- c. **Both the Review Editor and the Exhibitions Review Editor** are expected to serve three-year renewable terms, but each serves at the pleasure of the Journal Editor, and may be removed from office by the Journal Editor, for just cause and with the advice and consent of a majority of the Board of Directors following written explanation by the Journal Editor to the Board of the need or desirability for such removal from office.

3.7 Archivist: The Archivist shall keep the permanent records of the society. This shall include, but not be limited to, two copies of all society publications, including *Nineteenth-Century Studies* and *XIX: The Newsletter of the Nineteenth Century Studies Association*; a copy of agenda, minutes, budgets, and all reports made for and a part of all Board of Directors meetings and Annual Business Meetings of the society; a copy of the agenda and minutes of any committee meeting of the society which convenes formally and establishes a formal agenda and keeps minutes; a copy of the membership list for each year; a roster of officers and members of the Board of Directors for each year; a copy of any resolutions passed or proposed, documents of awards given, and special recognitions as may occur on behalf of the society; a copy of each annual meeting Call for Papers and Annual Meeting Program; a copy of major presidential correspondence made on behalf of the society; a copy of the end-of-the year bank reports/summaries and any tax report or tax form filed or corporation documentation executed on behalf of the society.

- 3.8 Conference Organizers:** The Conference Organizers—who may include a specific Program Director and a specific Local Arrangements Director—shall be responsible for the development of the annual conference program, shall convene and chair the program and arrangements committees, and shall regularly keep the President informed of program status. They are also responsible for securing appropriate meeting space, audio/visual equipment and housing for the annual conference, and for arranging registration, conference reception(s), and meals. They shall ensure timely and regular communication of conference budget details to the Treasurer, including a budget proposal that outlines anticipated expenses as planning solidifies. A final budget showing all expenses paid and revenue received must be sent to the Treasurer no later than six weeks following the conclusion of the conference, except when the Local Arrangement Director and Treasurer agree, with the consent of the President and Officers, that circumstances warrant an extension. They shall issue a Call for Papers for the Annual Meeting (conference) and distribute said Call at the previous Annual Meeting and, through the Publicity Committee, to the membership at large, to professional societies and institutions, and to other interested individuals and groups. They shall publish and distribute by January 15th a Preliminary Program of the Annual Meeting. They are exempt from registration fees for the conference they organize.
- 3.9 The Chair of the Graduate Committee** shall be responsible for coordinating events with and for graduate students at our annual conference, and for advocating for and helping to support graduate students within the Association. They will work with the Graduate Committee and Conference Organizers to ensure graduate student events are well integrated into the conference program and to develop initiatives in support of our future colleagues.
- 3.10 The Electronic Communications Director** shall be responsible for setting up and maintaining the Association website, listserv, Facebook page, and any other electronic platform that is part of NCSA’s presence online. They will work with the Journal and Newsletter editors, at their discretion, to establish and maintain their electronic identities and circulation. They will work with the Treasurer and Secretary to maintain membership rolls.
- 3.11 Board of Directors:** The Board of Directors shall administer the affairs of the Association. The Board of Directors shall meet annually at the Annual Meeting of the Association to approve a budget for the following year, to approve the agenda of the Annual Business Meeting, to consider the needs and goals of the Association and initiate action toward the fulfillment of the purpose of the Association, and to carry out such duties as are approved for them by the Constitution and By-Laws of the Association. A quorum shall consist of at least half of the members of the Board of Directors (including officers) and at least one officer in attendance.

The Board of Directors shall have sole purview over all fiscal matters relating to the Association and shall provide the membership with a report regarding the Association's fiscal state at each Annual Business Meeting. The Board of Directors shall be responsible for advising and assisting the President about the work of the Association in their states and within their academic disciplines. The Board of Directors shall report its actions to the membership at each Annual Business Meeting, where any member-wide votes on non-fiscal Association matters shall also be conducted.

- 3.12 Membership in good standing of Officers and Members of the Board of Directors:** All Officers and Directors of the Association shall be members in good standing of the Nineteenth-Century Studies Association.

Article 4: Responsibilities of, and Conditions Governing, the Senior Advisory Council

- 4.1 Responsibilities:** The responsibilities of a member of the Senior Advisory Council are

- a. to advise the President and to serve as a resource for all Officers and the Board of Directors on administrative, business, and other matters of the Association, including societal memory, present governance, and strategic planning;
- b. to attend the annual Board of Directors meetings and business meeting of the association, when possible.

- 4.2 Conditions:** Specific conditions governing the Senior Advisory Council are as follows:

- a. Members of the Senior Advisory Council will receive—in advance of the Annual Meeting—the agenda of the Board of Directors meeting and information and materials pertaining to the agenda items. In addition, in advance of any called special meeting of the Board, members of the Senior Advisory Council will be notified of the date, the purpose, and the agenda of such a special meeting of the Association's Board of Directors.
- b. As an advisory body, the members of the Senior Advisory Council are not elected members of the Board of Directors and may not make, second or vote on motions for Board actions.

- c. As members of the Association, Senior Advisory Council members retain all rights and privileges and procedural prerogatives of Association members, including the right to be elected to the Board of Directors, in which case they would relinquish the appointment to the Senior Advisory Council.
- d. As the senior advisors of the Association, the Senior Advisory Council will review and comment on all proposed matters of policy as may be considered by the Board of Directors.
- e. Senior Advisory Council members may interrupt their terms on the Council to serve as either Program Directors or Local Arrangements Directors of the annual conference.

4.3 Membership and Term of the Senior Advisory Council

- a. **Membership:** The Board of Directors shall make appointments to the Senior Advisory Council. Nominations for appointment to the Senior Advisory Council may be forwarded to any member of the Nominating Committee, or to the President, as the Nominating Committee's chair, from any NCSA member, including self-nomination. For purposes of the Senior Advisory Council, 'senior' shall mean a long-term member of the Association, as may be interpreted by the Board of Directors. All members of the Senior Advisory Council shall be current Active or Life Members of the Association as defined in Article 2 of the NCSA Constitution.
- b. **Term of service:** Senior Advisory Council member appointments are for two years, renewable at the discretion of the Board of Directors. Reappointments for succeeding terms will be based upon the Senior Advisory Council members' continued active participation and involvement in The Association beyond current payment of dues; such participation and involvement may include contributing to electronic discussions, telephone conversations, or other methods of being engaged with the ongoing business of the association.

Article 5: Attendance at and Participation in the Annual Meeting and in the Annual Business Meeting of the Association

- 5.1 **Attendance at the Annual Meeting:** Every person who attends the Annual Meeting shall be a member in good standing and shall pay the registration fee for the meeting, with exceptions by written or electronic request from the Program Director of the Annual Meeting and approval by the President. Exemptions from payment of all or part of the registration fees may be extended to as many as but not more than five persons; all presenters must be members in good standing of the Association. Conference Program and Local Arrangements Directors are exempt from the registration fees for the conference they are organizing.

5.2 Participation in the Annual Meeting: Individuals presenting papers at the Annual Meeting shall be members in good standing of the Association at the time of their participation. Exemptions from the requirement of a paper presenter to be an active member of the Association may be extended (upon written request from the Program Director of the Annual Meeting to the President) to one person per session. This exemption is normally intended to apply to a presenter from outside the NCSA territory whose participation in a NCSA conference session is solicited by a chair person or by the Program Director.

5.3 Annual Business Meeting: An Annual Business Meeting of the Association shall be convened at the Annual Meeting (conference). Its purpose shall be for membership review and approval or disapproval of recommendations of the Board of Directors regarding the Association, as well as review and approval or disapproval of any recommendations or other business that may be properly presented by an Association member. A resolution or general motion from the floor of the business meeting (not specifically on the announced agenda) may be considered as new business and may be acted on immediately upon a majority vote (motion to consider a resolution) of the active membership present and voting. Any such resolution or motion (insofar as it does not conflict with the specifications of this Constitution/By-Laws) which is brought to a vote at the annual meeting and receives a majority vote of the active members present and voting shall be considered binding on the Association. Each active member shall be considered a voting member of the Association and shall have one vote.

Article 6: Amendments

6.1 Procedures for proposing amendments to and approval of amendments to the By-laws shall be the same as those for taking like action in amending the Constitution of the Association.

Article 7: Adoption

7.1 These By-laws shall take effect upon adoption by two thirds of the active members present and voting at an Annual Meeting.