

Updated 5/12/15, Emily Orlando, President, EWS

Proposed changes are highlighted in yellow. Items in red are changes that were approved in 2005.

Proposed Changes to the Edith Wharton Society Constitution (2015)

I. Name of the Organization

1.1 The name of the organization shall be the Edith Wharton Society.

II. Purpose

2.1 The purpose of the Edith Wharton Society is to offer Wharton scholars and other interested persons an opportunity to share in the study and appreciation of the life and works of this author. Through annual meetings, special conferences, and its journal, the Edith Wharton Society provides a forum for Wharton studies.

2.2. The purpose for which the Edith Wharton Society is organized is exclusively educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

2.3. Notwithstanding any other provision of these bylaws, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

III. Membership

3.1. Membership is open to anyone interested in the study and appreciation of Edith Wharton's life work. Individuals become members upon payment of dues to the Treasurer to the Membership Coordinator who shall forward payment to the Treasurer.

3.2. Membership dues shall be set by the Executive Board.

3.3. Membership in the Edith Wharton Society is open to all persons who subscribe to the purposes set forth in these bylaws. EWS shall not discriminate in any way against members or potential members on the basis of race, gender, religion, nationality, ethnic origin, physical disability, or sexual orientation.

3.4. The Edith Wharton Society will maintain with the assistance of the Membership Coordinator a membership roster containing the name and address of each member. The Edith Wharton Society

will also maintain such books and records that may be required by law and that are consistent with the purposes of the organization.

3.5. Membership in The Edith Wharton Society will cease when a member fails to pay annual dues or submits written resignation to the Treasurer or the Membership Coordinator. Termination of membership shall be recorded in the membership roster. All rights and privileges of a member will cease upon termination of membership.

3.6. Each member will have voting rights in matters coming before the Edith Wharton Society at general membership meetings.

3.7. Each member will be eligible for election to office or committee membership in the Edith Wharton Society.

3.8. Membership in The Edith Wharton Society includes a year-long subscription to *The Edith Wharton Review*.

IV Meetings

4.1. An annual membership meeting shall be held for reporting to the membership and conducting business. The meeting shall take place concurrently with the annual meeting of the Modern Language Association of America American Literature Association. The Executive Board will meet annually at the Modern Language Association of America.

4.2. In addition to the annual membership Executive Board meeting held at MLA, business meetings are customarily held at ALA and, at the discretion of the Board, at the Wharton Society conferences. ~~The notice of a conference (through calls for papers, announcements, and so on) also constitutes notice that a meeting will be held.~~

Deleted: Special meetings of the Society may be called by the Executive Board. Members shall be given at least sixty days notice of such meetings.

V. Officers and Their Responsibilities

5.1. The officers of the Wharton Society shall be the President, Vice-President, Secretary, Treasurer, and the Editor of the *Edith Wharton Review*. The Web Master and Membership Coordinator shall serve as Ex-Officio members of the Board.

5.2. The President shall serve as the head of the Executive Board, preside at the annual meeting of the Society and at special Society meetings, insure that sessions on Wharton are organized for the Modern Language Association convention and the American Literature convention, and have general supervision of the Society, including the appointment of committee chairs and members as appropriate, and the assignment of tasks to other officers as needed. The President shall ordinarily propose a topic for and chair at least one annual Edith Wharton session at the Modern Language Association convention. In consultation with the Executive Board, the President shall prepare an agenda for the annual meeting and any special Society meetings. The President or his/her designee shall act as representative of the Society to other organizations. If the President is incapacitated, the Vice-President shall perform these duties.

5.3. The Vice-President shall ordinarily propose a topic for and chair one Edith Wharton session at the annual American Literature Association convention. ~~The Vice-President shall chair the Program Committee.~~

5.4. The Secretary shall take and distribute minutes of all meetings of the Society and of the Executive Board, shall keep minutes of previous meetings, and shall cause a written record of these meetings to pass on to the next Secretary. ~~The Secretary shall communicate with others and chair the Nominations Committee coordinate the nominations of new members of the board.~~

5.5. The Treasurer shall collect membership dues and keep financial and membership records and shall maintain stewardship of the finances of the Society. The Treasurer shall report, in writing, at least once annually to the Executive Board on the financial status of the Society, including giving a written report on all income to and disbursements of the Society.

~~5.6. The Editor of the *Edith Wharton Review* shall prepare, publish, and distribute the Review. The Editor may appoint an Associate Editor to assist with these functions and to sit in on Executive Board meetings when the Editor is not available.~~

5.7. Each officer and member at large shall serve for a term of two years, excepting the Treasurer, who serves for a two-year renewable term, and ~~the Editor of the *Edith Wharton Review*, who serves for a five-year renewable term~~ a three-year renewable term as editor of the *Review*. To achieve continuity, other officers shall ordinarily succeed one another, the Vice-President becoming President, and the Secretary, Vice-President.

5.8. Topics for second Edith Wharton sessions at the ~~Modern Language Association and~~ American Literature Association conferences may be selected from proposals made by any member at a Wharton session at the prior year's convention or by proposals solicited by the Society in advance.

5.9. Officers and Members at Large of the Executive Board are encouraged to propose sessions on Edith Wharton at regional conferences.

VI. Executive Board

6.1. The governing body of the Edith Wharton Society shall be the Executive Board. The Board shall be composed of the five officers and at least two at-large elected representatives who are also members of the Edith Wharton Society.

6.2. The Executive Board shall not exceed ~~eleven~~ thirteen members. A majority of the members of the Board shall be considered a quorum.

6.3. The Executive Board shall meet at least once a year.

6.4. The Executive Board shall review the financial status of the Society at each annual meeting and be empowered to appropriate funds from the Treasury for Society business. The Executive Board shall supervise the actions of the standing committees and exercise all powers not herein assigned to other parties.

6.5 Robert's Rules of Order shall govern the Executive Board and the Society in all parliamentary situations.

VII. Elections

7.1. Officers and members of the Executive Board shall be elected by mail-in online or e-mail ballot. Paper ballots will be provided upon request for those with no Internet access.

7.2. The Nominations Committee shall solicit nominations for office during the months of January through March and by April 15th submit a slate of officers to the President, who shall announce the slate at the American Literature Association convention and in writing to the membership.

7.3. The Elections Committee shall coordinate online or e-mail prepare ballots, mail them to members, establish deadlines for voting, tabulate results, and report results to the President by December 1st. Paper ballots will be provided upon request for those with no Internet access.

7.4. Results will be announced to the membership at the Annual meeting of the Society and, afterward, posted on the Edith Wharton Society website.

VIII. Committees

8.1 There shall be three standing committees formed from the Society membership.

8.1.1. Programming: This committee, chaired by the Vice President, shall plan, publicize, and organize Society activities that do not fall within the responsibilities of the Society officers and the Executive Board. Conference Directors, with the support of the Society, will organize and advertise, approximately every three years, conferences of the Edith Wharton Society. If the Vice President is not a Conference Director, he/she will assist the Conference Directors with their efforts. Among these might be conferences on Edith Wharton and activities such as the Spring Walking Tour in New York.

8.1.2. Nominations: This committee, chaired by the Secretary, shall prepare a slate of nominees for the annual election as provided for in section VII of this Constitution.

8.1.3. Election: This committee shall act according to the election rules set forth in section VII of this Constitution. Its chair, who may not be a member of the Executive Board, will be chosen by the President in consultation with the Executive Board.

8.2. Members may nominate themselves or other members for committee appointments to be made by the President at least one month prior to the annual meeting.

8.3. The Executive Board, on behalf of the Society, may create or dissolve *ad hoc* committees in order to perform specific tasks or forward specific goals.

IX. Amendments

9.1. Amendments to the Society constitution may be proposed by the Executive Board or by any Society member presenting a petition signed by at least five other members. All proposed amendments must be presented to the President at least one month prior to the **vote on the proposed amendment.** ~~meeting at which the vote on the proposed amendment would take place.~~

Deleted: annual meeting.

9.2. The Edith Wharton Society constitution may be amended by a two-thirds vote of the members participating in the vote. Such a vote may be conducted by paper ballot through the mail, through an online or e-mail voting method (with paper ballots being provided upon request for those with no Internet access), at the customary meetings at MLA, or at the biennial conferences of the Edith Wharton Society.

Deleted: two-thirds of the members voting at the annual meeting.

ARTICLE X. DISSOLUTION

10.1. The Edith Wharton Society may be dissolved upon recommendation of the Executive Board and a two-thirds majority vote of the members. Intention to introduce a motion of dissolution must be announced by mail to all members at least one month in advance.

10.2. In the event of dissolution, all assets remaining after liabilities have been met shall be disposed of in a manner specified by the motion of dissolution and consistent with the provisions of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

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