

The Manuscript Society Constitution

(Approved May 2015)

Terminology: The guidelines of governance are in 2 documents, the Constitution, and the Policy Manual. The adoption and any subsequent changes to the Constitution would occur during the Business Meeting held during the Manuscript Society's Annual Meeting, where a quorum will consist of 20 members. Approval and adoption of changes will require a two-thirds vote of the attending members.

What has been previously termed "By Laws" will be the Policy Manual, which will set forth in detail the procedures followed to conduct business in an orderly manner. Changes to the Policy Manual can be made by a majority vote of the Board during any meeting in which a quorum (7 members) is present. The Manuscript Society will continue to be managed by the Elected Officers and a Board of Trustees.

The Manuscript Society Constitution

Article I. NAME and OBJECTIVES

The Manuscript Society was founded in 1948 as the National Society of Autograph Collectors, incorporated as a not-for-profit, tax-exempt corporation in the State of Illinois. The name of the group was changed to The Manuscript Society in 1953. The Articles of Incorporation were renewed by Manuscript Society Past President Scott Petersen, Esq. in 2010. The purposes of Manuscript Society are: to encourage the association of interested individuals, to promote the mutual interest in manuscripts, to encourage the use of manuscripts for research and publication, to facilitate the exchange of information and knowledge about manuscripts, to foster the preservation of manuscript material of all kinds, and to foster ethical conduct in the commerce of manuscripts.

Article II. MEMBERSHIP

Section 1. Any person in sympathy with the purposes of the Manuscript Society is eligible for membership upon submitting application with payment of dues. Applicants for membership shall accept explicitly the terms of the Manuscript Society's Code of Ethics.

Section 2. The Board of Trustees, by a vote of two-thirds of those Trustees present and voting shall have the right to reject applications for membership for any reason and to terminate current members at any time for conduct deemed prejudicial to the aims and welfare of the Manuscript Society.

Section 3. Institutions, organizations, and corporations are eligible for associate membership with no right to hold office or vote.

Section 4. Members may indicate their membership on personal or commercial letterhead and cards, but the emblems of the Manuscript Society may not be used without the express permission of the Board of Trustees.

Article III. ELECTED OFFICERS

Section 1. The elected officers of the Manuscript Society shall be a President, a Vice President/President-elect, and Treasurer. The officers' duties are outlined in the Policy Manual.

Section 2. Election of officers shall take place every 2 years at the Annual Business Meeting. The Nominations Committee will present its candidates. Other candidates may be nominated from the general membership upon submission of their names supported by the signatures of at least 10 members, sent to the Executive Director 90 days before the election. All nominees must be members of the Manuscript Society. Officers shall take office immediately after the election.

Section 3. Officers shall hold their respective offices until their successors have been duly chosen and qualified, or until death, resignation, or removal. The duties of the officers are listed in the Policy Manual.

Section 4. The terms of office for the President and Treasurer shall be 2 years. The President may not serve two consecutive terms. The Treasurer is eligible for reelection.

Section 5. The term of office for the President Elect shall be two years, thereafter to become President.

Section 6. Any officer may resign at any time by giving written notice to the Executive Director.

Section 7. Any officer may be removed for cause by the Board of Trustees., whenever in the judgment of two-thirds of the Board voting that the best interests of the Manuscript Society shall be served thereby.

Section 8. A vacancy in any office shall be filled by the Board of Trustees for the unexpired portion of the term of office.

Section 9. All elected officers serve without compensation.

Section 10. The Manuscript Society shall provide Officers and Directors Liability Insurance. No elected Officers shall be required to post any bond or surety for the faithful performance of their duties.

Article IV. BOARD OF TRUSTEES

Section 1. The management of the Manuscript Society, except as otherwise provided in this Constitution, shall be vested in a Board of Trustees. This Board shall consist of fifteen (15) Trustees nominated from the membership, the elected officers, and such Past Presidents as maintain an active presence in the activities of the Board by attending at least one Board meeting every 2 years. Past Presidents who miss 4 consecutive meetings will be considered Emeritus members of the Board with no Voting privileges. Emeritus members will be eligible for election as term limited Board members upon application to the Executive Director. Duties of members of the Board of Trustees are outlined in the Policy Manual.

Section 2. The term of office for elected Trustees is 3 years. No elected Trustee may serve more than 2 consecutive terms. At the discretion of the Board, Manuscript Society members who have a history of long and exceptional service to the Manuscript Society may be designated Life Members of the Board.

Section 3. Any Trustee may resign at any time upon giving written notice to the Executive Director. Any such resignation shall take effect at the date of receipt of such notice.

Section 4. Any Trustee may be removed for cause, including non-attendance at meetings of the Board, whenever in the judgment of two-thirds of the Trustees present and voting that the best interests of the Manuscript Society shall be served thereby.

Section 5. Any vacancy on the Board of Trustees shall be filled by a member chosen by the existing Board. A successor Trustee shall serve the remainder of the unexpired term and such service shall not count as a full term for purposes of the two term limitation imposed herein.

Section 6. Members of the Board of Trustees shall serve without compensation. Board members shall not be required to post any bond or surety for the faithful performance of their duties.

Section 7. The Manuscript Society shall provide Officers and Trustees Liability Insurance for all Board members.

Section 8: The Board of Trustees will hire Independent Contractors as deemed necessary to carry out the activities and achieve the purposes of the Manuscript Society. The positions, their duties, and salaries are outlined in the Policy Manual.

Article V. MEETINGS

Section 1. An Annual Meeting shall be held at a time and place determined by the Board of Trustees. During this meeting a Business Meeting of the general membership shall be held, with 20 members constituting a quorum.

Section 2. Officers and Trustees will be elected during the Business Meeting, from a slate presented by the Nominating Committee and including any candidates nominated by petition. Voting shall proceed under direction of the President.

Section 3. The Board of Trustees shall meet twice a year to conduct business of the Manuscript Society, once during the Annual Meeting, and the second meeting at a time and place determined by the President, with the advice and consent of the Board.

Section 4. At all meetings of the Board of Trustees a quorum shall consist of at least seven (7) elected members.

Section 5. Members of the Board or any committee may participate in a meeting of such members by means of a conference telephone call allowing all participants to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

Article VI. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers, the immediate past president, and 2 members of the current Board of Trustees selected by President. Other members of the Manuscript Society, the Independent Contractors, and other persons may take part at the discretion of the President.

Section 2. The function of the Executive Committee shall be to carry out necessary business of the Manuscript Society between meetings of the Board of Trustees except this committee shall have no authority in the following: a. filling a Board of Trustees vacancy b. the adoption, amendment, or repeal of the Constitution. c. the amendment or repeal of any resolution of the Board of Trustees.

Section 3. Meetings (Conference Calls) of the Executive Committee will be scheduled by the President with the advice and consent of the Executive Committee members.

Article VII. COMMITTEES

Committees and their Duties will be determined by the Board of Trustees as outlined in Policy Manual.

Article VIII. GENERAL PROVISIONS

Section 1. The Board of Trustees shall determine the membership dues.

Section 2. No Officer, Trustee, Member, or Independent Contractor shall have any power or authority to borrow money on behalf of the Corporation, or to mortgage or pledge its property except where such power or authority may be delegated expressly by the Board of Trustees for a specific and limited purpose.

Section 3. Roberts Rules of Order in its latest edition shall govern the corporation in all cases to which it can be applied and in which it is not inconsistent with the Constitution of the Manuscript Society.

Section 4. In case of dissolution of the Manuscript Society, the Board of Trustees will distribute all assets to not-for-profit organizations serving similar or related purposes.