

The Manuscript Society Constitution

Approved May 18, 2024

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 (the Society) in 1953. The Articles of Incorporation were renewed in 2010. The purposes of the Society are: to encourage the association of interested individuals, to promote the mutual interest in manuscripts and autograph materials, 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 encourage ethical conduct in the commerce of manuscripts.

Article II. MEMBERSHIP

Section 1. Membership is open to any individual who is interested in the appreciation, preservation, study and collection of manuscripts and autographs. Membership is granted upon the submission of the application and payment of dues. Applicants for membership shall accept explicitly the terms of the Society's Code of Ethics.

Section 2. The Board of Trustees, by a vote of two-thirds (2/3) 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 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, professional or commercial letterhead and cards, as well as on digital or other analog platforms. The use of the emblems of the 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 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 two (2) years at the Annual Business Meeting. The Nominations Committee shall (will) present its candidates; however, other candidates may be nominated from the general membership upon submission of their names supported by the signatures of at least ten (10) members, sent to the Executive Director ninety (90) days before the election. All nominees and officers must be members of the 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 set forth in the Policy Manual.

Section 4. The terms of office for the President and Treasurer shall be two (2) years. The President may not serve two (2) consecutive terms. The Treasurer shall be eligible for reelection at the discretion of the Board of Trustees.

Section 5. The term of office for the Vice-President/ President Elect shall be two (2) 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 (2/3) of the Board voting that the best interests of the Society shall be served thereby.

Section 8. A vacancy in any office may 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 Society shall indemnify and hold harmless all Officers, Trustees and Contractors to the full extent allowed by the Illinois Not For Profit Corporation Act, and in furtherance thereof, provide commercial 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 Society, except as otherwise provided in this Constitution, shall be vested in a Board of Trustees. This Board shall consist of nine (9) Trustees nominated and elected from the membership, the three (3) 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 set forth in the Policy Manual.

Section 2. The term of office for elected Trustees is three (3) years. One-third (3) of Trustees are elected each year based upon term expiration. No elected Trustee may serve more than two (2) consecutive terms. At the discretion of the Board, Society members who have a history of long and exceptional service to the 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 (2/3) of the Trustees present and voting that the best interests of the 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: The Board of Trustees may 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 set forth 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 twenty (20) members constituting a quorum.

Section 2. Officers and Trustees shall be (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 Society, once during the Annual Meeting, and the second interim 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 (or other electronic means) 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 the President. Other members of the 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 and possess all power of the Board of Trustees of the Society between meetings

of the Board of Trustees, provided that the Executive Committee shall have no power or authority in the following: *a.* filling a Board of Trustees vacancy; *b.* the adoption, amendment, or repeal of the Constitution or amendment of the Article of Incorporation; *c.* the amendment or repeal of any resolution of the Board of Trustees in which the amendment or repeal of which is specifically reserved to the Board of Trustees; and *d.* in any other power or authority specifically reserved herein to the Board of Trustees.

Section 3. Meetings (Conference Calls or use of other electronic means) of the Executive Committee shall 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 and are set forth in the 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 Society, 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. Robert's Rules of Order in its latest edition shall be applied as practicable in the governance of the Society in all cases in which such Rules are not inconsistent with the Constitution of the Society.

Section 4. The guidelines of governance are in 2 documents: the Constitution and the Policy Manual. The adoption and any subsequent changes to the Constitution shall 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 shall require a two-thirds vote of the attending members. The Policy Manual shall set forth in detail the procedures followed to conduct business in an orderly manner. Changes to the Policy Manual shall be made by a majority vote of the Board during any meeting in which a quorum (7 members) is present. The Manuscript Society shall continue to be managed by the Elected Officers and a Board of Trustees.

Section 5. In case of dissolution of the Society, the Board of Trustees will distribute all assets to not-for-profit organizations serving similar or related purposes.