

Society of Dance History Scholars Bylaws

ARTICLE I Names and Purposes

Section 1. The name of the corporation shall be the Society of Dance History Scholars, Inc.

Section 2. The purpose shall be to promote study, research, discussion, and publication in dance history and related disciplines. The society may engage in any lawful activities necessary to carry out its purposes as an educational, not-for-profit organization. Said corporation is organized exclusively for educational purposes, including for such purposes the organizing of public conferences, forums, and lectures; issuing publications; and representing dance in educational and scholarly meetings.

ARTICLE II Members

Section 1. Membership in the corporation shall be open to all persons of all nations who are interested in furthering the purposes of the corporation through study, teaching, publication, or in some other way. Any interested person may attain membership in the society by filing a request with the treasurer and paying a year's dues at the current rate established by the directors.

The Society of Dance History Scholars does not discriminate in admission or access to its programs and activities, or in treatment or membership of individuals on the basis of race, creed, color, national origin, religion, gender, sexual or affectional orientation, marital status, physical disability, or age.

Section 2. Membership Dues

The annual dues shall be set by resolution adopted by the affirmative vote of a majority of the directors then in office. The annual dues shall be payable at such time as the board shall establish, by resolution, voting in the same manner.

Section 3. Other categories of Membership

3-a. *Student Members.* The directors may establish by resolution adopted by the affirmative vote of a majority of directors then in office a category of student membership.

3-b. *Corresponding Members.* The directors may establish by resolution adopted by a majority of directors then in office, a category of corresponding members for a limited number of distinguished international scholars, including corresponding members from the U.S.A., to be elected annually by the board of directors. Corresponding members will not be required to pay dues, and may be entitled to receive the official publications of the society.

3-c. *Institutional Members.* The directors may establish by resolution the category of institutional membership.

3-d. *Emeritus Members.* The directors may establish by resolution of the directors then in office a category of emeritus membership.

3-e. *Unemployed Members.* The directors may establish by resolution the category of unemployed members.

Section 4. Tenure of Membership

Annual membership is from January 1 to December 31. A member joining the society at any time prior to November 1 pays the entire annual dues for that year and receives such benefits as shall exist at the time, for the year. A member joining after November 1 shall have the option of paying full dues and receiving

benefits accordingly, or of electing to have his/her membership take effect on January 1 of the following year.

Section 5. Termination of Membership

If a member whose dues are six months in arrears fails to respond to notice of this fact, the member may be considered to have resigned his/her membership. Membership is automatically restored by payment of dues.

Section 6. Annual Membership Meeting

An annual meeting of members shall be held at the Society's annual conference for the purpose of electing officers and conducting other business.

ARTICLE III Board of Directors

Section 1. Number, qualifications, tenure

The affairs of the corporation shall be managed by a board of directors consisting of no fewer than five nor more than twenty directors. Directors shall be selected from the membership of the corporation. The directors named in the Articles of Incorporation shall serve until the first annual meeting. Directors will thereafter be elected by the membership at the annual meeting of the corporation. Terms shall be staggered as set by resolution of the board, so that the terms of not more than two-thirds of the directors expire in any one year. Except when otherwise limited by resolution of the board of directors, the directors shall be elected for a term of three years, and shall take office at the next scheduled meeting. A director may be reelected to the board, but will not be eligible for reelection to the board after serving two consecutive terms, until the next annual meeting.

Two graduate student representatives will be elected from the membership to serve two-year terms that will be off-cycle. Graduate student representatives shall be full voting members of the board of directors.

Section 2. Ex Officio Members

The following officers shall serve as ex officio members of the board of directors: Past President (one year), Chair of Editorial Board.

Section 3. Responsibilities of the Board of Directors

Shall include:

- a. To establish policies for the overall operation of the corporation.
- b. To oversee the officers and committees of the corporation.
- c. To conduct annual election of directors and officers.
- d. To establish an annual budget.
- e. To authorize officers, or staff, to incur expenses and disburse funds in accordance with the purposes and policies of the corporation.
- f. To provide for and organize the annual conference and its program.
- g. To authorize affiliations of the corporation with other learned societies.

- h. To seek funding from public and private sources as necessary to carry out the purposes of the corporation, through such means as grants, individual solicitations, membership fees, and other lawful means as allowable under the Articles of Incorporation.
- i. To oversee all publications of the corporation.
- j. To undertake any other lawful activities necessary to carry out the purposes of the corporation.

Section 4. Vacancies and Removals

In the event a vacancy occurs in the board of directors for any cause, a director shall be elected to fill such a vacancy by the affirmative vote of the majority of those voting in the annual election, such director to serve for the remaining term of the director or class of director. In the event a vacancy occurs more than two months prior to the annual meeting, a director shall be elected by the affirmative vote of a majority of the existing directors, such director to serve until the end of the next annual meeting. An appointment of less than one year shall not constitute a term.

A director may be removed from office, with or without cause, by the affirmative vote of a majority of members voting at the annual meeting of the members of the corporation, or at any meeting called to consider such action.

If a director fails to attend three consecutive board meetings that director may be removed from the board by a majority of the members voting at a board of directors meeting.

Section 5. Meetings of the Board of Directors

A regular meeting of the board of directors for the purposes of establishing the annual conference site(s), the budget, and committee leadership, and for the transaction of any other such business as may come before the meeting shall be held in each year at the time and place of the annual conference. Notice of time and place of said meeting shall be given by the president or the secretary and set forth in a meeting agenda.

Normally the board of directors will meet twice a year. Special meetings of the board of directors may be called for any purpose at any time by the president and may be conducted via telephone, face to face, or by other electronic means.

Special meetings of the board of directors may be called for any purpose at any time by the president, or shall be called by the president or secretary upon request, orally or in writing, of any five directors. Notice of the time and place of all special meetings shall be given by the secretary to each director and may be given by any one or more of the following methods: by delivery of or telephoning such notice, at least twenty-four hours in advance of the time set for such meeting; or by depositing such notice by email, at any post office, or mailbox not less than five days before the appointed time for such meetings, addressed to each director at his/her address as the same may appear on the books of corporation; however, any directors may waive notice of any meeting either in advance of, during, or subsequent to such meeting.

Section 6. Quorum

A simple (one over half) majority of the directors in office shall constitute a quorum for the transaction of all business. If a quorum is not present, the president (or in his/her absence the presiding officer) may appoint additional directors from the membership as temporary members of the board, in sufficient numbers to constitute a quorum; such temporary directors cease to be directors upon the arrival of a quorum of elected board members, or at the termination of a particular board meeting.

Section 7. Committees

The board of directors, by resolution adopted by the affirmative vote of a majority of the directors then in office, may designate one or more committees, each committee to consist of one or more directors nominated by the president and appointed by the affirmative vote of a majority of the board of directors. The president shall appoint a chair for each committee. Members of the corporation other than board members may constitute additional membership on all committees except for the executive committee. Committee appointments serve the duration of their term on the board of directors. The board of directors may elect one or more of its members as alternate members of any such committees who then may take the place of any absent member at any meeting of such committee, upon request of the president or upon request by the chair of such meeting. Each committee shall fix its own rules governing the conduct of its activities not inconsistent with the purposes of the corporation and with rules promulgated by the board of directors, and shall make such reports to the board of directors of its activities as the board may request. The president may appoint ad hoc committees in addition to the committees enumerated below.

7-a. An Executive Committee consisting of the directors who are general officers and up to two members from the board of directors of whom one should be on the editorial board. Except as such power may be limited by law, or by such other limits as the directors shall establish from time to time by a majority vote of directors in office, the executive committee shall have and may exercise, when the board of directors is not in session, all the powers of the board of directors in the management of the affairs of the corporation. The executive committee is responsible for preparing the annual budget, fundraising, and arranging for financial reporting to external governmental agencies.

7-b(1). An Editorial Board consisting of one or more directors and three or more members of the corporation to serve three-year terms. The editor of the monograph series Studies in Dance History, the newsletter editor, the proceedings editor, the treasurer, and the recording secretary shall be ex officio members of the editorial board. The editorial board shall oversee all the publications of the corporation, including its monograph series, its newsletter, and the proceedings of the annual conference under the general policies established by the board of directors. It shall nominate an editor for each of the corporation's publications from among the membership of the corporation, to be approved by an affirmative vote of the board of directors. Members of the editorial board shall be responsible, together with the editor, for evaluating manuscripts or proposals submitted for publication in Studies in Dance History. The chair of the editorial board shall receive the manuscripts or proposals and forward them to the editor and appropriate members of the editorial board for review. All proposals shall be discussed at a meeting of the editorial board and approved by a majority of its members prior to acceptance for publication.

7-b(2). A Conference Committee, consisting of three or more members of the society, one of whom shall be a member of the academic affairs committee. This committee oversees our annual meetings and conferences, and works with the Joint Conference Committee of CORD, to create a dynamic and provocative assortment of events each year. The committee is also charged to bring forth events with themes that focus on under-addressed areas in our conferences.

7-b(3). A Conference Local Arrangements Committee, consisting of three or more persons who reside near the site where the conference is to take place. The committee's function is to arrange for space, food, and lodging, printing of the program, and all other conference arrangements, except for the content of the program.

7-b(4). An Academic Affairs Committee, consisting of three or more directors. This committee oversees award committees, proposes members for award committees, and manages and updates guidelines and procedures for all SDHS awards.

7-b(5). An Electronic Communications and Membership Committee, consisting of three or more directors. This committee strengthens the electronic profile of SDHS and constructs strategies for increasing and revitalizing membership.

7-b(6). A Working Groups and Outreach Committee, consisting of three or more directors. This committee imagines strategies for working groups including the formation of new working groups, the relationship between working groups and the SDHS board, and relationships between SDHS and other organizations.

7-b-(7). An Advocacy Committee, consisting of three or more members. This committee focuses on how dance and moving body studies are being understood and featured in conversations around city planning, institution building, etc., and how SDHS can enhance and enliven the presence of dance in the world.

Section 8. Restrictions on Directors', Officers' Benefits

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors and officers, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance to the purposes set forth in Article 1.

ARTICLE IV Officers

Section 1. General Officers

The principal officers of the corporation shall be president, recording secretary, corresponding secretary, and treasurer. In the year preceding the expiration of these officers' terms, there shall also be a president-elect, recording secretary designate, corresponding secretary designate, and treasurer designate. Officers and officers designate automatically become directors for their term in office. The officers shall be nominated by the members of the Board of Directors and may be drawn from the Board or from the general membership.

Section 2. Term in Office

The president shall hold office for three years and the treasurer shall hold office for five years. The other principal officers shall hold office for three years. The officers designate shall serve for one year before succeeding to their positions as full officers. The terms of office of any officer shall be terminated by a vote of a three-fourths majority of the board of directors present or voting by proxy at any regular or special meeting whenever in their judgment the best interests of the corporation will be served thereby. Officers may be reelected, and will be eligible for reelection except that no one may serve as a full officer for more than six consecutive years.

Section 3. Vacancies of Officers' Position

A vacancy in any office may be filled until the next annual election by the affirmative vote of a majority of the directors present at any regular or special meeting of the board of directors.

Section 4. Duties of the Officers

Duties of the officers shall be as follows:

4-a. The President shall preside at all meetings of the members and of the board of directors and shall be chairman of the board of directors and the executive committee. The president shall generally perform all duties usually incumbent upon such office including exercise of general supervision over the affairs of the corporation; the signing or countersigning of all contracts, deeds, leases, conveyances, and other documents; the constituting of the Awards committees; regular interface with the Prime Management Services office and staff; and such other duties as may be required by affirmative vote of a majority of the directors then in office, at any given meeting, and shall be ex officio a member of all committees of the board of directors. After the three-year term is completed, the president should continue on the board of directors as an ex-officio member for one year.

4-b. The Vice President shall be a current member of the board, who is nominated by the President and approved by majority vote of the members of the board of directors. The Vice President shall serve as an officer of the corporation, a chief consultant to the President in ongoing appraisals of the corporation and decision making in the interims between bi-annual board meetings; acquire in-depth knowledge of corporation by-laws to assist the President and board of directors in aligning their activities with the corporation and membership; keep track of board members' terms of service, both to recognize retiring board members for their service and to fill board openings in recruitment efforts in consultation with the President; conduct interviews with exiting members to gain perspective on board efficacy, and gather information that could help in future management and governance of the corporation. The vice president shall serve a 3-year term coinciding with the term of the president, fulfill the duties of the

President whenever required, and serve as a member of the Executive Committee and other committees at the discretion of the President.

4-c. The Recording Secretary shall have the custody of the minute books and the seal of the corporation; keep a record of all meetings of members, the board of directors, and the editorial board; send minutes and other appropriate materials to the society's archives; sign or countersign all deeds, leases, conveyances, and other documents requiring the seal of the corporation, and perform such other duties as usually devolve upon such office.

4-d. The Corresponding Secretary shall handle Executive Committee communication; send out any required notices and agendas of meetings, requests for agenda items, and reminders of deadlines for newsletter material; update the annual roster of directors and officers; and handle correspondence.

4-e. The Treasurer shall have general responsibility for safekeeping of all monies, securities, valuable papers and property of the corporation; collect and disburse all funds and keep the accounts thereof; make reports as required by the board of directors; keep membership lists up to date; and perform such other duties as usually devolve upon such office. The day-to-day fiscal operations and management will be overseen by Prime Management Services, in consultation with the Treasurer and President.

Section 5. Supervision and Direction of Officers

All officers serve under the direction of the board of directors and shall perform any and all additional duties as may be directed by such board. The officers of the corporation shall prepare and submit to the board of directors at or before its semiannual meetings a full and complete report on the affairs and accounting of the funds of the corporation covering the preceding year.

Section 6. Additional Officers

The board of directors may create additional officers by the affirmative vote of a majority of the number of directors then in office, as needed to carry out the purposes of the corporation.

Section 7. Execution of Officers' Duties in the Event of Temporary Absence

In the event that the president is unable to fulfill duties, either of the secretaries or the treasurer may temporarily preside at meetings and fulfill other duties of the president. In the event that a secretary or treasurer is unable to perform duties, the president or president-elect, another member of the board, or Prime Management Services under the direction of the board may temporarily execute such duties.

ARTICLE V Execution of Instruments

Section 1. Checks, Drafts, etc.

All checks, drafts, and orders for payment of money shall be signed in the name of the corporation and shall be counter-signed by such officer or representative as the board of directors shall from time to time designate for that purpose.

Section 2. Other Instruments

When the execution of any contract or other instrument has been authorized without specification of the executing officers, the president, together with the secretary or treasurer may execute the same in the name and on behalf of the corporation and may affix the corporation seal thereto.

Section 3. Sales of Securities

The board of directors may authorize and empower one or more of its members to purchase or otherwise acquire in any manner, and to sell, exchange, assign, pledge, or otherwise dispose of any and all shares of stock, bond, or securities owned and held by this corporation at any time, and to make and execute, on behalf of and in the name of this corporation, any and all instruments for the purpose of acquiring, or exercising, or disposing of any rights of this corporation as the holder of any security or interest therein; and no person acting in reliance on any instrument made or other action taken by such members and on such resolution shall be bound to inquire into the authority of such officers to execute any such instrument or to effectuate any such transaction.

ARTICLE VI Fiscal Year

Section 1. The Fiscal Year of the corporation shall begin on January 1 and end on December 31 in each year.

ARTICLE VII Financial Accounts

Section 1. The financial accounts of the corporation shall be audited periodically.

ARTICLE VIII Corporate Seal

Section 1. The corporate seal of this corporation shall be in such form as from time to time may be determined by the board of directors.

ARTICLE IX Amendments

Section 1. Amendment of the Bylaws

These Bylaws may be augmented, amended, or revoked by the affirmative vote of a majority of the members of the entire board of directors at any regularly called meeting of the board provided that notice of any proposed amendment shall be stated in the notice of such meeting. Such amendments shall be published in the next issue of the newsletter of the corporation.

Section 2. Amendment of the Articles of Incorporation

2-a. The Articles of Incorporation may be amended by affirmative vote (two-thirds majority) of the members who vote on a proposed amendment.

2-b. Amendments to the Articles of Incorporation may be proposed either by affirmative vote (two-thirds majority) of the members of the board of directors, or by a petition signed by any twenty members of the corporation.

2-c. The corresponding secretary shall promptly submit to the members by mail or email for a vote of the members of the corporation any amendment proposed in either of the above ways, together with any comments that the board of directors deems advisable. The polls shall be closed sixty days after the secretary has mailed the ballots. The secretary and two members, one who opposes and one who favors the amendment, shall count the ballots and certify the results to the board of directors. Any amendments adopted shall promptly be published in the official publication of the corporation and shall be publicly announced at the next annual meeting.

ARTICLE X Elections

Section 1. Nominations and Ballots

The board of directors, with the advice of the nominating committee, shall nominate one or more members for each office or directorship to be filled in the coming election. Prior consent of the nominees shall be required. Nominations shall be presented to the membership by mail or email or online no later than 60 days before the annual meeting. Ballots via paper or email or online shall be returned to the corresponding secretary or other designated board member no later than 20 days before the annual meeting.

Section 2. Write-In Candidates

The election ballot shall provide for write-in candidates for any post. Prior consent of such candidates shall have been obtained.

Section 3. Counting Ballots

Before the annual business meeting, the corresponding secretary and two other designated members who are not candidates for election shall certify and count the ballots. The results of the election shall be announced at the annual business meeting and in the official publication of the Society.

Section 4. List of Current Officers and Directors

A list of the current officers and directors shall appear in all official publications of the corporation.

Revised January 2000

Revised June 2006

Revised June 2012

Revised December 2012