

# AMERICAN NAME SOCIETY

## BYLAWS

### ARTICLE I. PURPOSE

Activities and events organized, sponsored, or supported by the American Name Society shall be consonant with the Purposes of the Society as laid out in Article I of the Society's Constitution.

### ARTICLE II. MEMBERSHIP AND DUES

#### Section 1. Dues

The term of membership in the American Name Society is one calendar year. The Executive Council of the Society, herein referenced as "the Council," has the responsibility for determining, in consultation with members and the publisher of the Society's journal, the amount of dues levied for the various categories of membership in the Society and shall publish them in appropriate ways. A member who has not paid dues by March 15 of any year shall be considered delinquent for that year and shall be sent a membership renewal reminder. A member whose dues are delinquent for one full year may be dropped from the Society.

#### Section 2. Categories of Membership

The Society shall offer the following categories of membership. Dues are adjusted for geographical regions and reflect domestic and international postal rates. Specific information on dues and membership is available on the website of the publisher of the Society's journal.

Regular Member  
Student Member  
Retired Member  
Institutional Member  
Honorary Member

#### 3. Privileges of Membership

- a. Members in all categories who have paid dues for the current year shall receive the Society's scholarly and occasional publications and notices of meetings and events sponsored or co-sponsored by the Society.
- b. Members in all except the Institutional category who have paid dues for the current year shall have the right to participate in any meeting or event sponsored by the Society. Individual members in all categories except Institutional and Honorary who have paid dues for the current year may vote in all elections of the Society.

- c. The Executive Council may nominate an individual for Honorary Membership in the Society in recognition of exemplary service to the field of onomastics. Such nominations must be ratified by the Members at an Annual Business Meeting.

### ARTICLE III. OFFICERS, ORGANIZATION, AND ADMINISTRATION

#### Section 1. Officers and Their Duties

- a. A President shall be elected in even years and shall serve for two years or until a new President is elected.
  - (1) The President shall preside at meetings of the Society and of the Executive Council. S/he may appoint such ad hoc committees and subcommittees as are necessary to perform the functions of the Society. Meetings shall be conducted in accordance with principles set forth in a recent edition of *Robert's Rules of Order* or as otherwise specified in these Bylaws. After his/her two-year term in office, the immediate past President shall serve for two years as a voting member of the Executive Council.
  - (2) The President may sign, alone or with any other officer or agent of the Society authorized by the Executive Council, any deeds, mortgages, bonds, contracts, or other instruments which the Council has authorized to be executed, except in cases where the Council has expressly delegated the signing and execution thereof otherwise.
  - (3) The President may serve ex officio as a member of all committees of the Society.
- b. A First Vice-President shall be elected in even years and shall serve for two years or until a new First Vice-President is elected. The First Vice-President normally shall stand for election to the presidency following his/her term as First Vice-President.
  - (1) If the President is unable to perform the duties of the presidency because of absence or inability, the First Vice-President shall assume and perform the duties of the President. When so acting, the First Vice-President shall have all the powers and be subject to all restrictions applicable to the presidency.
  - (2) The First Vice-President shall serve as Program Chair for the Society's Annual Meeting as outlined in Article V of these Bylaws. The First Vice-President may request that the President appoint such ad hoc committees as are needed to assist in organizing and presenting the program. This responsibility includes solicitation and selection of papers, organization of the program, and communication with participants and other officers.
- c. A Second Vice-President shall be elected in even years and shall serve for two years or until a new Second Vice-President is elected. The Second Vice-President normally shall stand for election as First Vice-President following his/her term as Second Vice-President.

- (1) If the First Vice-President is unable to perform the duties of the office because of absence or inability, the Second Vice-President shall assume and perform the duties of the First Vice-President.
  - (2) The Second Vice-President shall serve as Program Chair for meetings of the Society's allied organization(s). The Second Vice-President may request that the President appoint such ad hoc committees as are needed to assist in organizing and presenting the program. This responsibility includes solicitation and selection of papers, organization of the program, and communication with participants and other officers.
  - (3) The Second Vice-President shall assist the First Vice-President in developing and organizing the program for Annual Meeting of the Society.
  - (4) The Second Vice-President shall undertake any appropriate activities to promote and encourage membership in the Society.
- d. A Secretary shall be elected in even years and shall serve for two years or until a new Secretary is elected. The Secretary may stand for re-election after his/her term in office expires.
- (1) The Secretary shall be the custodian of the Society's records and of the seal of the Society. The Secretary shall assist the President in setting an agenda for each meeting of the Society and of the Executive Council and shall maintain accurate records of deliberations and actions in such meetings and distribute minutes to all members of the Executive Council within thirty days after said meetings.
  - (2) The Secretary shall keep a register of the postal addresses of each member and, in cooperation with the Treasurer, shall monitor the membership status of each member. The Secretary shall send membership renewal reminders for the following year to members in all categories except Honorary Members at some time during the last quarter of each year.
  - (3) The Secretary shall prepare for the Executive Council and for Annual Business Meeting a preliminary report of the number of members in each membership category as of December 15 and shall update the list as of the end of the fiscal year for publication in the next issue of the *ANS Bulletin*.
  - (4) The Secretary shall edit an occasional newsletter, currently titled the *ANS Bulletin*, to inform the membership of actions taken by the Executive Council and by the members at the Annual Business Meeting and to announce upcoming elections, events, and meetings.
- e. A Treasurer shall be elected in even years and shall serve for two years or until a new Treasurer is elected. The Treasurer may stand for re-election after his/her term in office expires.

- (1) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever; deposit all such moneys in the name of the Society, in timely fashion, in such banks, trust companies, or other depositories that have been selected by the Executive Council; keep the President and other officers informed of the financial status of the Society on a regular basis; and in general perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned.
  - (2) The Treasurer, in conjunction with the Secretary and the publisher of the Society's journal, shall maintain a current mailing list of all individual and institutional members of the Society.
  - (3) By December 15 of each calendar year, the Treasurer shall submit to the Executive Council a Detailed Treasurer's Report for the preceding calendar year and for the current year as of December 15 and a preliminary budget for the following year, the latter prepared in consultation with the President and other officers as necessary or desirable. After the end of the fiscal year, the Treasurer shall update the Report to include transactions from December 15 through December 31. The treasurer shall also publish a Summary Treasurer's Report as of the end of the fiscal year in the first *ANS Bulletin* published in the following year.
  - (4) If required by the Executive Council, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with surety or sureties as the Council shall determine.
  - (5) Any book or record of the Society may be inspected by any member in good standing or by that member's agent or attorney for any proper purpose at any reasonable time. In accordance with State and Federal requirements, the Treasurer shall provide appropriate files and other information for independent audits of the Society's books whenever the Executive Council schedules an audit. At a minimum, such an audit shall occur every five years.
- f. Three Members at Large of the Executive Council shall be elected for overlapping three-year terms of office, with one of the three positions being filled each year. Members at Large may serve no more than two consecutive terms.
- (1) Members at Large of the Executive Council shall attend all meetings of the Council and participate in the deliberation of issues placed on the agenda and may vote on all resolutions and motions brought before the Council.
  - (2) Members at Large of the Executive Committee shall serve on such committees as are appropriate for their interests.

## Section 2. The Executive Council

### a. Composition of the Council

- (1) The Executive Council is the governing body of the Society. The voting members of the Council are the President, immediate past President, First Vice-President, Second Vice-President, Secretary, Treasurer, Editor and the three council members elected at large. The Council shall operate in the manner prescribed by the current bylaws. In the event that the President or First Vice-President is temporarily unable to fulfill his or her duties, the order of succession as President pro tem or First Vice-President pro tem of the Council shall be the First Vice-President as President pro tem followed by the Second Vice-President as First Vice-President pro tem. If the President, First Vice-President and Second Vice-President are all unavailable to fulfill their duties, these offices may be filled by at-large members of the Executive Council in order of seniority according to the current three-year election cycle.
- (2) In the event of any vacancy in the Executive Council, the Council shall promptly elect a successor pro tem to fill the position for the remainder of the calendar year. All members of the Council shall have an opportunity to submit nominations at least two weeks prior to the election. The meeting and vote may be in person or by mail or electronic means. A simple majority of all remaining Council members is required for election. If the term of office in question extends beyond the end of the year, the nominating committee shall nominate one or more candidates for the next annual election to fill the position for the remainder of the unexpired term.
- (3) In the event of a permanent vacancy in the Presidency, the First Vice-President shall become the President for the remainder of the unexpired term, with the office of First Vice-President being filled in accordance with Sections III.2.a.(1). If said President and First Vice-President serve less than one year in these offices, they may stand for re-election to full terms in the next election.

b. Duties of the Council

- (1) The executive Council shall determine policy for the organization and resolve such questions concerning its present and future as are brought before it in an appropriate manner.
- (2) All members of the Council shall have the right to vote on issues brought before the Council, provided, however, that if two offices are held by one person, that person has only one vote. If a single office is shared by two persons, those persons shall share a single vote.
- (3) The Program Chair shall schedule a block of time at the Annual Meeting for a meeting of the Executive Council during which officers and committee chairs shall present written or oral reports to the Council, the Council shall review the current year's budget and draft a budget for the following year, and conduct any other necessary business.
- (4) The President may call special meetings of the Council at any time during the year to conduct business that needs to be conducted prior to the Annual Meeting or other events

such as elections. During the period of time between Annual Meetings, any member of the Council may request that the President call a special electronic or telephonic meeting for business that they consider to be urgent. The President may combine several such requests into a single meeting

c. Procedures

- (1) The President of the Society shall preside at all meetings of the Executive Council except as indicated in Section III.2.a.(1), and the Secretary of the Society shall serve as the secretary of the Council. The President and the Secretary shall jointly set the agenda for meetings of the Council.
- (2) A quorum of the Executive Council is a majority of the members in attendance plus the number of proxies delivered to the Secretary. For purposes of determining a quorum, a person holding more than one office counts as one person.
- (3) Except for the meeting at the Society's Annual Meeting, which must be in person, meetings of the Executive Council may be conducted by means of an electronic meeting by telephone, e-mail, or other remote conferencing system. . The Council meeting at the Annual Meeting shall be given priority in scheduling so as not to conflict with the Society's program offerings or those of other organizations.
- (4) Matters for the Council's consideration and action may be raised by any Council member through formal introduction on the agenda preceding a Council meeting or informally as new business at any Council meeting. If the President does not wish to honor a Council member's proposed item for action, Council members may override his/her wishes with a majority vote of 60% of the members present.
- (5) Formal actions of the Council must be ratified at a meeting where a quorum is present by means of a written or an oral vote in person or by e-mail, telephone, or fax in an electronic meeting. A simple majority vote is required for passage of a motion—that is, a majority of members in a meeting at which a quorum is present—or, if the vote is taken by written ballot, a majority of those written votes registered, provided that the total of written votes constitutes a quorum of eligible Council voters. Exceptions to the majority requirement obtain in the case of dissolution of the corporation (Article X) and in the case of removal from office (Section III.3). Opinions and votes submitted by telephone must be followed by written confirmation by post, fax or e-mail within five days. Expressions of opinion by telephone which remain unconfirmed after fifteen days from the date of their expression shall be null and void.
- (6) Any voting member who cannot attend a meeting may issue a written proxy to any other member. Such proxy document must be delivered to the Secretary at the meeting where it is to be exercised before such exercise is to take place. Proxies may either be general or be limited to one or more specific items. No proxy votes are permitted in electronic meetings.

### Section 3. Removal from Office

Any officer or a Council member at large may be removed from office by a two-thirds vote of those eligible to vote at an Executive Council meeting at which there is a 75% quorum. For purposes of determining a quorum at such meeting, the presence of the person(s) subject to removal is not to be counted. The person making a motion for removal of an officer must provide in writing one or more specific reasons why the removal should occur and must explain why these reasons justify removal from office. Officials may not be removed by written vote or telephone poll.

## ARTICLE IV. ELECTIONS

### Section 1. Nomination of Candidates

- a. At the beginning of each calendar year, the President shall appoint three members to serve as the Nominating Committee for all the elections to be held during that year and shall designate one of the three to be the Chair of the Committee. The members of the Committee shall represent, as well as possible, the different areas of interest in onomastics and the geographical distribution of members.
- b. The Nominating Committee shall choose one or more willing candidates for each position in which the term of office expires at the end of the current calendar year and shall, by September 1, present a slate of candidates to the President, with copies to members of the Executive Council.
- c. The Secretary shall send a notice of the nominations to the membership in a regular or special mailing no later than September 15.

### Section 2. Nomination by Petition

In addition to the nominees proposed each year by the Nominating Committee, candidates for any elective office may be nominated by petition signed by at least ten current members and delivered to the Secretary by October 15.

### Section 3. Election Procedures

- a. After the deadline for nomination by petition has passed, if there is only a single nominee for any given position, no balloting will take place for that position; rather, the nominee will be considered elected by proclamation and will be confirmed at the annual meeting.
- b. If, however, after the deadline for nomination by petition has passed, there is more than one nominee for any given position, either from the Nominating Committee or by petition, the President, with approval by the Executive Council, shall appoint a Committee of Tellers consisting of at least two members who are not on the ballot and who are able to meet with each other in person and shall designate one of them as the Chair to whom the voters shall mail their ballots.

- c. The Secretary shall send an election ballot to each member in good standing no later than November 1, the deadline for receipt of ballots being December 1. Ballots shall be prepared and mailed in accordance with the two-envelope procedure prescribed in *Robert's Rules of Order* for ensuring secrecy of members' votes.
- d. The Committee of Tellers shall follow guidelines in *Robert's Rules of Order* in counting the ballots and shall submit a report of the results of the election to the President by e-mail or fax by December 11. The results of such votes shall be determined by a simple majority of the valid ballots received by the stated deadline. Tie votes shall be resolved by a majority of the Executive Council. By December 15, the President shall notify the candidates of the results of the election.

## ARTICLE V. MEETINGS OF THE SOCIETY

### Section 1. Annual Meeting

The First Vice-President, as Program Chair, shall organize an Annual Meeting at a time and place designated by the Executive Council. This meeting shall consist of forums for the presentation of scholarly papers, a meeting of the Executive Council, meetings of members of the Society's Interest Groups, and a Business Meeting of the members. The Program Chair shall solicit proposals for presentations by advertising the meeting as widely as possible and then shall chair a committee that will evaluate proposals and select a sufficient number of papers to provide an appropriate program.

### Section 2. Annual Business Meeting

- a. At a designated time and place at the Annual Meeting, the President shall preside over a Business Meeting of the membership of the Society. The President shall report on actions taken by the Executive Council during the Society's fiscal year, the Secretary shall report on the status of membership, the Treasurer shall report on the financial status of the Society, and the Editor shall report on the status of the publication of *Names*. A summary report of the Annual Business Meeting shall be published in first issue of the *ANS Bulletin* following the meeting. A quorum shall consist of at least twelve members of the Society.
- b. Ten percent of the membership or twelve individual members, whichever is the lower number, shall constitute a quorum for the Annual Business Meeting.

### Section 3. Other Meetings

- a. The Society may hold such special meetings as the Executive Council deems to be necessary or desirable.
- b. The Society, with assent of the Executive Council, may co-sponsor regional or local onomastics meetings or events that are organized by any member of the Society, with no

obligation to provide funding for said event. Said member must send a written request to the Council at least thirty days before the planned meeting or event.

## ARTICLE VI. PUBLICATIONS

### Section 1. Scholarly Journal

- a. The scholarly journal of the Society shall be a quarterly publication currently called *Names: A Journal of Onomastics*, herein referenced as “*Names*.”
- b. The Executive Council shall appoint an Editor, who shall have the responsibility for soliciting, selecting, and editing articles, notes, and reviews for publication in *Names*. The term of the appointment may be for one to five years.
- c. The Editor, in consultation with the President, Secretary, and Treasurer, shall negotiate a suitable contract with a publishing firm for the publication and distribution of *Names*. The Executive Council shall review and approve the terms of any contract made with the publishing firm. The contract with the publisher shall be signed by the Editor, the President, and the Secretary.
- d. The Editor may appoint a Guest Editor for a special issue of *Names*. The Guest Editor, in cooperation with the Editor, shall be responsible for the content and review of articles submitted for that special issue.
- e. The Editor shall maintain a review process for articles submitted for publication in *Names* and shall at his/her discretion supplement the Editorial Board with other professional reviewers.
- f. The Editor shall bear sole and final responsibility for the acceptance or rejection of articles submitted, including those submitted by a Guest Editor of a special issue.
- g. The Editor shall keep the Executive Council regularly informed about the publication status of *Names* and shall submit a report to the Executive Council at each Annual Meeting.
- h. The Secretary and the Treasurer, jointly, shall provide updated mailing lists for the Editor to use in each mailing of issues of *Names*.
- i. While membership in the American Name Society is not required to submit an article to be considered for publication in *Names*, membership in the Society shall be required upon acceptance of the article for publication.

### Section 2. Occasional Newsletters

- a. The Secretary shall compile, edit, print, and distribute to the Society's members an occasional newsletter, currently called the *ANS Bulletin*.
- b. The timing of the publication of the *ANS Bulletin* shall be determined by the need to inform the membership of elections or other time-sensitive activities of the Society.
- c. Issues of the *ANS Bulletin* shall contain summary reports on actions taken by the membership at the Annual Business Meeting or by Executive Council at any meeting and shall include notices of upcoming elections, meetings, and special events. The newsletter may also contain short articles, queries, or discussions submitted by members or other scholars on onomastics topics and any other onomastics information that the Secretary or the Executive Council deems to be appropriate. The first issue of the *ANS Bulletin* during each year shall contain a list of members as of the date of that issue.

### Section 3. Other Publications

The Executive Council may authorize the publication of other notices, pamphlets, or monographs of onomastics interest to be distributed to the entire membership or to a specified audience.

## ARTICLE VII. STANDING COMMITTEES

### Section 1. Editorial Board

The Executive Council, in consultation with the Editor, shall appoint an Editorial Board for one-year renewable terms. The Editorial Board shall provide the Editor(s) with advice and assistance to ensure professional quality in the Society's scholarly publication.

### Section 2. Onomastic Interest Groups

- a. For each Annual Meeting, the Program Chair shall schedule a time and place when the Society's members with common interests may meet. There shall be four Interest Groups: Place Names; Personal Names; Literary Names; Commercial Names.
- b. In odd years, each Interest Group may elect for two-year terms a Chair, A Vice-Chair, and a Recorder who shall serve as a Standing Committee to plan and conduct meetings of said Interest Group at the Society's Annual Meeting and to prepare an annual report for the Executive Council.

## ARTICLE VIII. AFFILIATED GROUPS OR EVENTS

### Section 1. Affiliation with Other Organizations

- a. The American Name Society shall have the right to negotiate formal or informal affiliations with other organizations or associations with interests similar to or parallel with those of the

Society. The President, with approval from the Board, may initiate such affiliations or may respond to proposals from other organizations or association for such affiliations.

- b. The Executive Council shall set the duration of the affiliation at the time when such an agreement is negotiated and shall have the responsibility to set conditions for withdrawal of the affiliation. The Council may initiate such withdrawal if conditions in either the Society or the affiliate organization or association have changed so as to make dissolution of the affiliation desirable.
- c. Fiscal obligations, if any, of the Society in such affiliations shall be established in writing during the negotiation of the agreement between the Society and the other organization or association.

## Section 2. Affiliation with Event Organizers

- a. Any organization or association that plans to organize a one-time or periodic event and wishes to obtain American Name Society sponsorship or affiliation or requests permission to use the name of the Society in any way whatsoever shall submit to the Society an appropriate written proposal.
- b. The terms and conditions laid out in Section VIII.1.a-d shall also apply to affiliations associated with this Section of the Bylaws.

## ARTICLE IX. AMENDMENTS TO CONSTITUTION AND BYLAWS

### Section 1. Authority

- a. Any officer, Council member, or member of the Society may propose an amendment to the Constitution or the Bylaws of the Society. Such proposals must be sent in writing to the President, the Secretary, or any other member of the Executive Council.
- b. The Executive Council must consider all such proposals. If the Council deems the proposal to be appropriate, the President may appoint a subcommittee consisting of Council members and/or members of the Society to examine the wording of the proposal of the supporting information to make sure that the draft of the amendment is appropriate for action.

### Section 2. Procedure for Approval.

- a. After the Executive Committee or a duly appointed subcommittee has determined that the wording of a proposed amendment is appropriate or have edited the proposal, in consultation with the proposer, so that the wording is appropriate, the Executive Council shall decide, with a majority vote of Council members present, whether or not the proposed amendment is to be forwarded to the membership for a vote. If the decision of the Council regarding the proposed amendment is affirmative, the Council shall instruct the Secretary to prepare the required documentation for the vote to be taken at the next Annual Meeting.

- b. The Secretary shall mail (or e-mail) to all members whose dues are current a description of the nature of the proposed change as well as the exact wording of that portion if the amendment is passed. Such mailing must be sent so as to arrive at least 20 days before the Annual Business Meeting at which the amendment will be considered.
- c. Ratification of proposed amendments to the Society's Constitution or Bylaws requires approval from two thirds of members eligible to vote at an Annual Business Meeting at which a quorum is present. Members at the Meeting may make motions to change the wording of any amendment under discussion, with a vote of two thirds being required for such motions to pass.
- d. Alternatively, when appropriate or necessary, ratification may be effected by written vote of two thirds of the votes cast by members who would be eligible to vote at an Annual Meeting. On the ballot, members may vote Yes or No but may not make any changes in the wording of the proposed amendment. Ballots shall be prepared in accordance with Section IV.3 of these Bylaws and shall be mailed to the President, who shall appoint a Committee of Tellers to count the ballots and report the results to him/her.

## ARTICLE X. DISSOLUTION OF THE CORPORATION

### Section 1. Authority

The Executive Council shall have the power to dissolve the corporation.

### Section 2. Procedures for Dissolution

- a. Any member, Council member, or officer of the Society may propose in writing that the Society be dissolved and must provide reasons and justifications for such an action.
- b. The Executive Council must address such a proposal in its next scheduled meeting or in a special meeting called for the purpose of considering the proposed dissolution.
- c. Approval of the motion for dissolution of the Society shall require a vote of two thirds of those eligible to vote at an Executive Council meeting at which there is a 75% quorum. Alternatively, dissolution may be accomplished by a two-thirds written vote of those eligible to vote at an Executive Council meeting. In both instances, written notice of the proposed dissolution shall be given by the Executive Secretary by certified mail at least thirty days prior to the date set for the decision. Votes cast in written form must be sent by certified mail to the President or to the officer who is chairing the postal session in which dissolution is being considered.

### Section 3. Actions Following Dissolution

- a. Upon dissolution of the Society, any remaining assets of the Society shall be distributed in accordance with Article X of the Society's Constitution.
- b. Upon dissolution of the Society, the Executive Council shall select an archive to which the papers and artifacts of the Society shall be sent if no prior arrangement has been made for archiving the Society's papers and artifacts.
- c. After all expenses for disposing of the Society's assets have been paid, remaining funds shall be given to the archive that has agreed to receive the Society's papers and artifacts, provided that said archive meets the criteria specified in section 501 (c) (3) of the Internal Revenue Code. If said archive does not meet those criteria, the Executive Council must select a qualified recipient.

Adopted 1952.

May 1994 Amended entire document.

December 1994 Amended Art. V, & S.2, VII S.3, VIII S.2.

January 1997 Amended Art. XI S.4, XIII S.2.

May 2000 Amended Arts. V, VIII, IX, XI, XII, XIII, XVI, XVII of the 1997 document.

December 2003, Amended entire document.

December 2010, Amended II, III, V, VI, VII, and IX.