

CONSTITUTION OF THE SOCIETE RENCESVALS, AMERICAN-CANADIAN BRANCH

December, 1985; revised April, 1987; revised July 2016; revised May 2018

I. Name:

The name of this organization shall be the Société Rencesvals, American-Canadian Branch.

II. Purpose:

The purpose of the Société Rencesvals, American-Canadian Branch (henceforth designated in this document as "Branch") shall be to coordinate activity of the American and Canadian members of the Société Internationale Rencesvals and to promote the study of medieval epic literature in the various Romance tongues. The Branch shall further these goals by participating in meetings of the Société Internationale Rencesvals, by sponsoring various additional meetings and conferences in North America, by promoting and sponsoring publications devoted to medieval epic literature, and by otherwise facilitating contacts and discussion among scholars interested in the goals of the Branch. The Branch is formed exclusively for educational purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1954, provided that no part of the net earnings thereof shall inure the benefit of any individual, and no substantial part of the activities thereof shall be the carrying on of propaganda or otherwise attempting to influence legislation; furthermore, it shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

III. Membership:

Membership shall be open on payment of the currently stipulated dues to all persons interested in furthering the purposes of the branch. Classes of membership shall be established in the Bylaws.

IV. Management of the Branch:

A. The Officers of the Branch shall be:

1. *The President*, whose term of office shall be three years and who shall succeed to this position after having served one term as Vice-President. The President, as the chief executive officer of the Branch, shall:
 - a. Preside over meetings of the Branch and of the Executive Council;
 - b. Be an ex-officio member of all Committees of the Branch
2. *The Vice-President*, whose term of office shall be three years and who shall be elected to this position by a secret ballot of the general membership. The Vice-President shall perform those of the President's duties as shall, from time to time, be delegated to him or her by the President.

After serving for one three-year term, the Vice-President shall normally succeed to the

- position of President.
3. *The Secretary-Treasurer*, who shall be appointed by and serve at the pleasure of the Executive Council. It shall be the responsibility of the Secretary-Treasurer to:
 - a. Keep minutes of the General Business Meetings and Executive Council Meetings of the Branch;
 - b. Maintain accurate and timely records of all income and expenditures of the Branch;
 - c. Be responsible for the safekeeping of all documents relating to the fiscal affairs of the Branch;
 - d. Receive all dues or subscriptions to the Branch and keep the funds of the Branch safely deposited in a chartered bank approved by the Executive Council;
 - e. Draw checks against deposited funds;
 - f. Prepare the annual financial statement for the approval of the Executive Council;
 - g. Report at the annual meeting of the Executive Council, or as it shall require, on the collection and disbursements of the Branch;
 - h. Carry out, as required, other policies established by the Executive Council.
 4. *The Bibliographer*, who shall be appointed by and serve at the pleasure of the Executive Council. S/he shall be responsible for compiling an annual bibliography of works published in North America which deal with the medieval Romance epic to be submitted to the Bulletin Bibliographique de la Société Rencesvals for publication.
 5. *The Web Designer-Manager*, who shall be appointed by and serve at the pleasure of the Executive Council. S/he shall be responsible for maintaining the Branch's website.

B. The Executive Council:

1. The affairs and business of the Branch shall be managed and controlled, subject to the provisions of the Bylaws, by an Executive Council consisting of:
 - a. The officers of the Branch and four Advisors, at least one of whom shall represent Canada when such a member is available;
 - b. The four Advisors shall serve terms of three years and be eligible for re-election to a second term;
 - c. The outgoing President will become an Advisor for one term, after which s/he may become eligible for re-election to the Executive Council, as an Advisor, or as an Honorary Member without term;
 - d. All members of the Executive Council may vote, except that the President or other presiding officer at a meeting shall vote only to break a tie.
2. The *Executive Council* shall be the basic policy-making organ of the Branch. The function and duties of the Executive Council shall be:
 - a. To appoint the Secretary-Treasurer and Bibliographer;
 - b. To approve the financial statement submitted by the Treasurer and to set the dues and other financial conditions of membership;

- c. To appoint persons responsible for functions and publications of the Branch;
- d. To establish and terminate Standing Committees and Specific Study Groups;
- e. To accept reports as required from persons responsible for functions and publications of the Branch;
- f. To maintain liaison with the Société Internationale Rencesvals and other professional societies in related fields;
- g. To establish, subject to the approval of a majority of the membership, appropriate Bylaws;
- h. To transact all such other business which furthers the purposes of the Branch and which is not subject to the approval of the General Business Meeting of the Branch.

V. Meetings

A. General Business Meeting

1. A General Business Meeting of the Branch shall take place at least once per year in conjunction with an appropriate language or literary conference held in North America. At these Business Meetings, seven members shall constitute a legal quorum. Should a legal quorum not be present in the business meeting, decisions will be submitted to all the membership for approval via electronic communication and will be passed with a minimum vote of seven members.
2. A General Business Meeting of the Branch shall also be held in conjunction with each congress sponsored by the Société Internationale Rencesvals. A legal quorum shall consist of at least seven members of the Branch who are present at the Congress.
3. Other Business meetings may be ordered at the discretion of the Executive Council and called by the President.

B. Executive Council Meetings

1. A regular meeting of the Executive Council shall be held via Skype or a comparable audio/video application by the end of December each year.
2. Council meetings may be convened by the President or on notice signed by half of the members of the Council.
3. A quorum shall consist of half of the members of the Council. If a quorum of the Executive Council is present and wishes to conduct official business, but the President and the Vice-President are unavailable, the Secretary-Treasurer may preside. If the Secretary-Treasurer is also unavailable, the Executive Council may elect a chairperson pro tem to preside.
4. At any meeting of the Executive Council, other persons may be invited, at the discretion of the Council, to participate in Council meetings without vote.

5. Notice of meetings of the Executive Council shall be given to its members by the Secretary- Treasurer in sufficient time for the members to be able to submit items for consideration. No public notice shall be required. Notice of special meetings shall specify the matters proposed to be dealt with at such meetings.

VI. Amendments:

The Constitution may be amended as follows: Either the Executive Council or the General Business Meeting may approve an amendment by a two-thirds majority. Then an e-mail ballot shall be sent to the entire membership and thirty days (one month) allowed for return. The counting of ballots shall be conducted as for elections. The ratification shall require a two-thirds majority.

VII. Dissolution:

Upon dissolution of the Branch, the Executive Council shall, after paying or making provisions for payment of all the liabilities of the Branch, dispose of all the assets of the Branch exclusively for the purpose of the branch in such a manner, or to such organization or organizations organized and operated exclusively for educational purposes or as shall at the time qualify as an exempt organization or organizations under section 501 (G) (3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas (or other court of general jurisdiction as appropriate) of the county in which the principal office of the Branch is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS OF THE SOCIETE RENCESVALS, AMERICAN-CANADIAN BRANCH

I. Membership and Dues:

A. The membership of the Branch shall consist of:

1. Regular Members. Any person may become a Member of the Branch upon payment of an annual Regular Membership fee fixed by the Executive Council; s/he shall be eligible for holding office and shall have a voice in the affairs of the Branch.
2. Joint Members. A husband and wife may become Joint Members of the Branch upon payment of a regular Membership fee fixed by the Executive Council, and with entitlement to only one copy of whatever publications Regular Members receive. Each of the Joint Members shall have a vote.
3. Honorary Members. Honorary Membership may be conferred on any person, for life, upon the recommendation of the Executive Council, approved by a majority vote of the Branch at any General Business Meeting thereof. Such Honorary Members shall, without payment of any fee whatever, enjoy all the rights and privileges of a Regular Member except that of voting or holding office in the Branch.
4. Institutional Members. Any institution may become a Member of the branch upon payment of an annual Institutional Membership fee fixed by the Executive Council.
5. Lifetime Members. Any person may become a Lifetime Member of the Branch upon payment of a \$500.00 Lifetime Membership fee.

B. Privileges of Membership.

1. Each Regular Member, Honorary Member, Institutional Member, and Lifetime Member in good standing in the Branch shall receive, as part of the privileges of membership, a subscription to any publication of the Société Rencesvals. Joint Members in good standing are entitled to one subscription per couple.
2. All classes of membership, except as otherwise specified, shall be entitled to such reduced prices on publications as the Branch may arrange, and to other benefits as may be negotiated by the Executive Council.
3. Participation in the activities of the Branch or of the International Société shall normally be limited to members of the Société Rencesvals.

C. Payment of Dues.

1. The annual dues payment for Regular Members, Joint Members, and Institutional Members shall be sufficient to cover costs (including postage and handling) to the Branch for subscriptions furnished to the membership, as well as for other incidental costs of running the Branch. The annual dues payment for Regular Members and Joint Members shall not be less than fifteen dollars, in U.S. funds, or its equivalent in Canadian funds. The annual dues for Institutional Members shall not be less than twenty-three dollars, in U.S. funds, or its equivalent in Canadian funds.
2. The annual dues for Regular Members, Joint Members, and Institutional Members shall be payable on the first of January for the calendar year then commencing.
3. Honorary Members shall not be required to pay annual dues.

D. Removal and Resignation of Members.

1. The privileges of membership in the Branch shall be withdrawn from any Regular or Joint Member who has not paid the requisite annual dues by the first of April of any given year.
2. Any member of any class may withdraw from the Branch by notifying the Secretary-Treasurer.

II. Elections:

- A. At each annual meeting of the Executive Council it shall appoint a Nominating Committee consisting of the President and four other members of the Executive Council.
- B. At least thirty days prior to the subsequent annual meeting of the Executive Council, the Nominating Committee shall transmit to the Secretary-Treasurer nominations of candidates for the positions which will be vacant among the officers and among the members of the Executive Council at the next election.
- C. Only members in good standing are eligible to run for office. Care shall be taken by the Nominating Committee to see that candidates so nominated are eligible for and willing to serve in the position for which they are nominated.
- D. Nominations of eligible candidates may also be made by the membership of the Branch, provided that each nomination is also agreed to by the person so nominated, and that the nomination is in the hands of the Secretary-Treasurer in due time prior to the subsequent annual meeting of the Executive Council.
- E. At the appropriate time, prior to the annual Executive Council meeting, the Secretary-Treasurer shall distribute to each voting member, along with any applicable dues notice, a ballot listing all persons nominated to run in this election, and space for one write-in candidate for each office. The ballot or an attached email or both, must also indicate the number of seats that are to be determined (which shall also be the maximum number of persons for whom members may vote), the email address to which the ballot must be sent and the final date by which the ballot must be returned in order to be counted.
- F. All ballots returned within thirty days shall be opened and counted by at the Secretary-Treasurer.

III. Vacancies:

- A. Should the President resign or be unable to serve his or her term, the Vice-President shall succeed to the position of President for the remainder of that term and shall continue as President for the subsequent term in which he or she would normally have served as President.
- B. Should any elected member of the Executive Council resign or be unable to serve his or her term, the resulting vacancy shall be filled by presidential appointment, subject to ratification by the Executive Council and a majority vote of a duly constituted Business Meeting.

IV. Standing Committees:

The Executive Council may establish Standing Committees, appoint their members and chairpersons, and accept their reports. These Committees may include:

- A. A Program Committee, to oversee the organization of any special functions sponsored by the Branch and held during the following calendar year.

- B. Nominating Committee, as described above in Section A of the Bylaws.
- C. A Committee on Bibliography, to help the Bibliographer of the Branch compile the annual Bibliography of works which were published in North America and which deal with the medieval Romance epic.

V. Specific Study Groups.

Members shall be encouraged to form Specific Study Groups. With the approval of the Executive Council, they may hold sessions within the context of functions sponsored by the Branch, distribute newsletters, and in other ways further their particular concerns within the general framework of the Branch.

VI. Fiscal Year:

The fiscal year of the Branch shall run from January first to December thirty-first.

VII. Amendments:

The Bylaws may be amended as follows: Either the Executive Council or the General Business Meeting may approve an amendment by a simple majority. Then an e-mail ballot shall be sent to the entire membership and thirty days allowed for return. The counting of ballots shall be conducted as for elections. The ratification shall require a simple majority.

VIII. Rules of Order:

In all matters not determined by the Constitution or the Bylaws, the Proceedings of the Branch shall be governed by Roberts' Rules of Order.