



**CONSTITUTION\***  
**OF**  
**AMERICAN COUNCIL OF LEARNED SOCIETIES**

**ARTICLE I**

Name and Object

Sec. 1. The name of the Corporation shall be the American Council of Learned Societies Devoted to Humanistic Studies, hereinafter termed the Council.

Sec. 2. The object of the Council shall be the advancement of humanistic studies in all fields of learning in the humanities and the social sciences and the maintenance and strengthening of relations among the national societies devoted to such studies.

**ARTICLE II**

Members

Sec. 1. The members of the Council shall be:

- (a) One delegate elected or appointed by each Constituent Society in such manner as the several societies may respectively determine; and
- (b) Any duly elected officer or member of the Board of Directors of the Council, not otherwise a member of the Council, during the period of the officer's/member's term of office.

**ARTICLE III**

Constituent Societies, Affiliates, and Associates

Sec. 1. The original Constituent Societies of the Council are:

American Academy of Arts and Sciences  
American Antiquarian Society  
American Economic Association  
American Historical Association  
American Oriental Society  
American Philological Association  
American Philosophical Association  
American Philosophical Society  
American Political Science Association  
American Sociological Association

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\* Adopted and ratified at the annual meeting of the Council on April 29, 1995. This Constitution and By-laws replace the Constitution and By-laws adopted in 1958, with amendments. This edition incorporates the following: Amendment of Article IV, Sec. 3 of the By-laws, adopted by the Board of Directors on January 24, 1998; Amendment of Article III, Sec. 5 of the By-laws, adopted by the Board of Directors on May 4, 2000; Amendment of Article II of the By-laws, adopted by the Board of Directors on October 20, 2001; Amendment of Article IV, Sec. 2 of the By-laws, adopted by the Board of Directors on May 8, 2003; Amendment of Article IV, Sec. 1. of the By-laws, adopted by the Board of Directors on October 24, 2003; and Amendment of Article II, Sec. 1 and Article III, Sec. 4 of the By-laws, adopted by the Board of Directors on May 5, 2005; Amendment Article II, Sec. I of the By-laws, adopted by the Board of Directors on January 31, 2014, and Amendment of Article III, Secs. 1&4 and Article VIII, Sec. 1 of the By-Laws, adopted by the Board of Directors on January 29, 2016; Article III, Sec. 1, Article IV, Sec. 1, Article VIII, Sec. 1 of the By-Laws, adopted by the Board of Directors on May 5, 2016, and Amendment of Article III, Sec. 4, Article VI, Sec. 1, Article VII, Sec. 2, Article VIII, Sec. 5 of the Constitution; adopted by the Council on May 6, 2016.

Archaeological Institute of America  
Modern Language Association of America

- Sec. 2. Any other national society devoted to humanistic studies may be admitted to the status of Constituent Society on recommendation of the Board of Directors by an affirmative vote of two-thirds of the members of the Council in attendance at any annual meeting of the Council.
- Sec. 3. There shall be an Executive Committee of the Delegates. The Executive Committee of the Delegates shall serve as the Committee on Admissions for Constituent Societies.
- Sec. 4. There shall be a Conference of Executive Officers, hereinafter termed the CEO. Each Society shall be represented by its principal executive officer, or other individual appointed by the Society. There shall be an Executive Committee of the CEO.
- Sec. 5. Any Constituent Society which at any annual meeting of the Council shall announce its intention to terminate its representation in the Council may at the succeeding annual meeting effect such termination, whereupon the membership of its delegate in the Council shall cease.
- Sec. 6. A Constituent Society may be excluded from representation in the Council, for sufficient reason, on the recommendation of a majority of the Board of Directors. When the Board makes such a recommendation the issue shall be discussed and voted upon at an annual meeting of the Council. Exclusion of a Constituent Society shall require a vote of three-fourths of the members of the Council.
- Sec. 7. Organizations that meet the criteria for affiliation which have been established by the Board of Directors may be admitted by the Board as Affiliates of the Council. Affiliates shall have such privileges and obligations as the Board of Directors may determine. Any organization that might later choose to apply for status as a Constituent Society will not be eligible for affiliation.
- Sec. 8. Colleges, universities, and other educational institutions that meet the criteria for association which have been established by the Board of Directors shall become Associates of the Council. Associates shall have such privileges and obligations as the Board of Directors may determine.

#### **ARTICLE IV**

##### **Officers**

- Sec. 1. The officers of the Council shall be as follows: Chair, Vice-Chair, President, Secretary, and Treasurer.

#### **ARTICLE V**

##### **Board of Directors**

- Sec. 1. There shall be a Board of Directors elected by the Council plus the officers of the Council listed in Article IV, who shall occupy the same offices on the Board.
- Sec. 2. The Board of Directors shall be responsible for the control and management of the affairs and funds of the Council.

## **ARTICLE VI**

### Committees of the Board of Directors

Sec. 1. The Board of Directors shall establish such committees of the Board as are required by the work of the Council. The Chair of the Board in consultation with the President and the Chairs of the Executive Committees of the CEO and the Delegates shall appoint committee members. At least three of these committees shall also include a representative of the Constituent Societies drawn equitably from the CEO and the Delegates over time.

## **ARTICLE VII**

### Meetings

Sec. 1. The Council shall hold an annual meeting at such a time and place as it may determine, for the election of members of the Board of Directors, for the approval of the budget, for the consideration of reports and recommendations from the Board of Directors, for the discussion of policies and of instructions to the Board of Directors, and for the transaction of such other business as may come before it.

Sec. 2. There shall be an annual meeting of the Conference of Executive Officers of the Constituent Societies at the time of the annual meeting of the Council for the consideration of matters of interest to the Societies and of means of cooperation between the Council and the Societies. In addition the Conference of Executive Officers may hold additional meetings for the consideration of matters of interest to the Societies.

## **ARTICLE VIII**

### Various

Sec. 1. The Council may receive gifts and may take, receive, hold, and convey funds and property, both personal and real, necessary for the purposes of its incorporation, and other real and personal property the income of which shall be applied to the purposes of the corporation, to the extent authorized by the laws of the District of Columbia.

Sec. 2. The Council shall maintain such representation in the Union Académique Internationale as may be prescribed in the statutes of the latter, shall cause the annual dues of the Council in the Union to be paid, and shall in general be the medium of communication between the Union and the Constituent Societies of the Council.

Sec. 3. The Council shall report to the Constituent Societies each year all the acts of the Council and all receipts and expenditures of money.

Sec. 4. The Council shall adopt such regulations and rules as may be necessary to give full effect to its Constitution and By-laws and to determine its procedure.

- Sec. 5. Amendments to this Constitution, provided they are consistent with the laws of the District of Columbia, may be adopted at any annual meeting of the Council by vote of two-thirds of the members in attendance, notice of such proposed amendments having been communicated to the members of the Council and the Executive Officers of the Constituent Societies forty-five days in advance of the meeting.
- Sec. 6. The Council may be dissolved only at a special meeting called for the purpose, and in the manner prescribed by the laws of the District of Columbia, by vote of three-fourths of the members in attendance. Subject to compliance with the applicable provisions of such laws, upon any such dissolution of the Council, all its property remaining after satisfaction of all its obligations shall be distributed to such one or more corporations, funds, or foundations, organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder, member, or individual, and which does not carry on propaganda or participate or intervene in any political campaign, as the Board of Directors of the Council may select.

## **BY-LAWS**

### **OF**

## **AMERICAN COUNCIL OF LEARNED SOCIETIES**

### **ARTICLE I**

#### Terms of Members of Council

- Sec. 1. The terms of members of the Council shall be as follows:
- (a) The terms of the delegates of the Council elected or appointed by the Constituent Societies shall be four years, arranged in rotation so that approximately one-fourth of the terms shall expire annually.
  - (b) The place of any elected or appointed delegate which shall be vacated before the expiration of that delegate's term shall be filled by the Constituent Society said member represents for the remainder of said term.
  - (c) The place of any officer or other member of the Board which shall be vacated before the expiration of that Board member's term shall be filled by the Board of Directors for the remainder of the said term.
  - (d) In the event of the inability of the delegate elected or appointed by a Constituent Society to appear at a meeting of the Council, the said Society may elect or appoint an alternate for that meeting with the right to vote.

### **ARTICLE II**

#### Election of Officers

- Sec. 1. Except the President, the general officers of the Council shall be elected by the Council. The term of each office, except for the presidency, shall be three years and until a successor has been elected and has accepted office. It is expected that ordinarily the maximum years of service as an elected member of the Board, including service as an officer, will be eleven years. The President shall be appointed by the Board of Directors for such period as is mutually satisfactory to the President and to the Board.
- Sec. 1a. These terms shall not be applied to those persons serving as officers of the Council at the time this section is adopted, but shall apply to their successors.

### ARTICLE III

#### Board of Directors

- Sec. 1. There shall be a Board of Directors which shall consist of no fewer than eight and up to thirteen members elected by the Council, and the Chair of the Executive Committee of the Delegates and the Chair of the Executive Committee of the Conference of Executive Officers. The Chair, Vice-Chair, President, Secretary, and Treasurer, ex officio, are also members of the Board of Directors with the right to vote.
- Sec. 2. Members of the Board of Directors shall be elected in the annual meeting of the Council from a panel of names prepared by the Nominating Committee.
- Sec. 3. The elected members of the Board shall serve terms of four years, commencing at the close of the annual meeting at which elected, in such rotation that the terms of one-fourth of the members of the Board shall expire each year. Members of the Board shall serve a maximum of two consecutive four-year terms. Board members who are absent for three consecutive Board meetings shall ordinarily forfeit membership on the Board.
- Sec. 4. The Board of Directors shall ordinarily hold three but not fewer than two stated meetings a year, at such times as it may determine. A majority of the current members of the Board shall constitute a quorum. The minutes of its meetings shall be communicated promptly to all members of the Council.
- Sec. 5. The Board of Directors shall have the power to appoint an Executive Committee of its members to transact such business as the Board may delegate to it. The Executive Committee shall consist of the five officers of the Council (Chair, Vice-Chair, President, Secretary and Treasurer) together with two additional Board members appointed by the Chair of the Board. The Executive Committee of the Board shall have all powers of the Board between Board meetings; minutes of Executive Committee meetings shall be communicated promptly to members of the Board; the Executive Committee shall report all of its actions at the following meeting of the Board for the Board's review; the Executive Committee shall meet at the call of the President or two members of the Board. The Executive Committee shall have a quorum of four members. The Chair of the Board shall be the Chair of this Committee.
- Sec. 6. The Council is incorporated under the 1962 District of Columbia Nonprofit Corporation Act, as amended, which allows the Board to act by written consent of all directors or through a telephone conference call and majority vote when action of the full Board of Directors is required.

## **ARTICLE IV**

### Nominating Committee

- Sec. 1. There shall be a Nominating Committee of five members. Committee members will serve two-year staggered terms. The Chair of the Board shall appoint three members of the Council to the Committee and the Executive Committees of the CEO and the Delegates shall each appoint one member to the Committee. The Chair of the Board shall report the composition of the Nominating Committee to the Council in December each year.
- Sec. 2. The Nominating Committee shall present to the members forty-five days before the annual meeting, nominations for the offices of Chair, Vice-Chair, Secretary, and/or Treasurer, as needed, and shall invite the members of the Council to propose additional nominations. The Nominating Committee shall prepare and communicate to the members of the Council, fifteen days in advance of the annual meeting, a final list of nominations for said offices in which shall be included, together with its own nominations, all names that have been proposed by five or more members of the Council twenty days before the annual meeting.
- Sec. 3. The Nominating Committee shall prepare a panel of nominations for members of the Board of Directors, selected with due regard to diversity, including regional, institutional, and disciplinary distribution. The majority of members of the Board of Directors will be members of the Constituent Societies; the number of Board members drawn from outside the membership of Constituent Societies will not exceed three. The panel of Nominees shall be communicated to all Council members forty-five days in advance of the annual meeting. At the same time the Nominating Committee shall invite suggestions from the members of the Council. The Nominating Committee shall prepare and shall present at the annual meeting of the Council, a final panel of nominees in which they shall incorporate (and so designate) any nominations proposed by five or more members of the Council which shall have been communicated to the Nominating Committee fifteen days in advance of the annual meeting.

## **ARTICLE V**

### Dues

- Sec. 1. Constituent Societies shall pay such annual contributions as the Council may assess upon them, taking into account the membership and resources of the respective Societies.

## **ARTICLE VI**

### Meetings

- Sec. 1. In any annual meeting of the Council a majority of all the members of the Council shall be a quorum requisite for the transaction of business.
- Sec. 2. Each member in attendance at any annual meeting of the Council shall be entitled to one vote upon all matters requiring action by the Council.

## **ARTICLE VII**

### Administration

- Sec. 1. The Executive Offices of the Council shall be situated in such a place as the Council may determine.
- Sec. 2. The President, who shall be a member of one of the Constituent Societies, shall be appointed by the Board for such time as it may determine. The President conducts the business of the Council under direction of the Board. The President shall be the chief administrative officer in charge of the Executive Offices.
- Sec. 3. The members of the administrative staff shall serve under the direction of the President, who shall appoint and dismiss them. The President shall fix their salaries, subject to review by the Executive Committee of the Board of Directors.

## **ARTICLE VIII**

### Amendment of the By-laws

- Sec. 1. These By-laws may be altered, amended, or repealed at any meeting of the Board of Directors by a resolution adopted by a two-thirds majority of the Board members in attendance, provided that notice of a proposed change has been sent to the Directors by mail or email at least thirty days prior to the meeting where the proposed change will be voted on. The notice of proposed change will specify the section(s) to be altered, amended, or repealed. Any proposed change itself may be altered by a two-thirds majority of the Board members in attendance in the course of the duly announced meeting.

5/9/2016