

The International Sidney Society

Adopted by the Sidney Council in 2016.

CONSTITUTION

Articles of Association of the undersigned, a majority of whom are citizens of the United States do hereby certify:

1. The International Sidney Society is a community that fosters and promotes scholarship and teaching on the lives, works, and cultural contexts of Sir Philip Sidney and writers and thinkers closely associated with the extended Sidney family. We use the adjective “Sidneian” to designate such inquiries broadly and inclusively.
2. Name. The name of this society shall be the International Sidney Society.
3. Purpose. The objectives of this Society shall be to further Sidneian scholarship by bringing scholars together, by maintaining or arranging for the maintenance of a website and a listserv, by encouraging research in progress, by promoting the exchange of ideas in this field, by selecting outstanding scholars for honor, and by carrying on such other activities as the members of the Society may determine from time to time, within the meaning of section 501(c) (3) of the Internal Revenue Code. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Upon the dissolution of the corporation/ organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.
4. Membership. Any person may become a member of the Society upon payment of annual dues as fixed in the Bylaws, and may continue as a member by payment of subsequent annual dues.
5. The Sidney Council. The Sidney Council comprises the Officers of the International Sidney Society and three At-Large members (described herein), and three ex-officio members described in Article Six. Offices of the Sidney Council are five: President, Vice-President, Secretary, Treasurer, and Representative to the Spenser Society. The Vice-President shall

be elected for a term of two years in accordance with the provisions of the Bylaws, after which the Vice-President shall be President for a two-year term. The President may not serve two consecutive terms. The Treasurer, the Secretary, and the Representative to the Spenser Society shall be appointed by the President in consultation with the Sidney Council, and shall serve for three-year terms, renewable at the discretion of the Sidney Council and the incumbent President, under such conditions as the Council may specify. Three At-Large members shall likewise be appointed to the Sidney Council by the Officers, each to serve a three-year, **non-renewable** term. However, at the end of his or her term, an At-Large member may be appointed or elected to an Office. Finally, one Graduate Student member may be appointed to the Council to serve a two-year term. All terms shall commence on June 1, following the annual meeting of the Sidney Council.

6. Ex officio and Permanent members of the Sidney Council. The immediate past President, the editor of the *Sidney Journal*, the Representative from the Spenser Society, and the Sidney World Bibliography Representative shall serve ex officio as members of the Sidney Council. Their terms shall be determined by their respective offices. The Representative from the Spenser Society shall be the only non-voting member of the Sidney Council. In honor of long and distinguished service to the Society, the Council may elect permanent members of the Sidney Council.
7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under section 501(c)(3) of the Internal Revenue Code.
8. Administration. The affairs of the Society shall be administered by the Sidney Council. To conduct business and necessary elections, the Council shall convene annually at the International Congress on Medieval Studies in Kalamazoo, MI, or at a site agreed by the Council at least four months in advance. This event is designated the Annual Council Meeting in the Bylaws. Other business shall be conducted electronically, preferably via e-mail but using whatever media are deemed fit. The Council shall take all appropriate action on behalf of the Society, creating committees when it so desires, and through the Secretary

and Treasurer shall keep accurate records. Six voting members of the Sidney Council, including at least two Officers, shall constitute a quorum.

9. Amendments. Any amendment of this Constitution shall take effect immediately upon approval by the Sidney Council. A measure receiving a clear majority of the votes cast will be considered to have been approved.

BYLAWS

1. Dues. The annual dues shall be set by the Sidney Council, with reduced rates for graduate students, independent scholars, and members who are retired or working part-time.
2. Duties of Officers. The President shall preside at the Annual Meeting and at all other meetings of the Sidney Council, shall direct the call of all meetings of the Sidney Council, shall name a replacement for any officer who is unable to serve, and shall make decisions, in consultation with the Sidney Council, on matters that arise between meetings of the Sidney Council. The Vice-President is responsible for maintaining or arranging for the maintenance of the web site and listserv, and, in the President's absence, shall preside at the Annual Meeting and at meetings of the Sidney Council and upon the death or resignation of the President, shall become President. The Secretary shall within one month of any Council meeting issue minutes to the members thereof, and shall conduct the general correspondence of the Society. The Treasurer shall be the custodian of all funds, shall call for and collect annual dues, shall pay all bills properly incurred, shall prepare a proposed budget for the Council to consider at least one month before the Annual Meeting in any year in which a budget is deemed necessary, and shall submit records for audit by the Sidney Council whenever the Council so directs.
3. Nominations, Appointments, and Constitution of new Committees. At the Annual Meeting of the Sidney Council (the Annual Council Meeting), officers shall nominate candidates for Offices and At-Large positions coming open, and the Council shall appoint candidates by consensus or, when needed, a vote. New committees, either ad hoc or standing, shall be constituted as needed by a majority vote of members of the Sidney Council at the Annual Meeting.
4. Participation in the Annual Council Meeting. The Annual Council Meeting is normally open to Council members only, but the Council may decide by consensus to invite non-members for a particular and clearly articulated purpose. Only Council members may vote upon Society business.
5. Should the Council appoint a graduate member, it shall subsidize travel as needed to allow the graduate member to attend the Annual Council Meeting.

6. Amendments. Any amendment of these Bylaws shall take effect immediately upon approval by the Sidney Council. Voting shall take place at the Annual Meeting if possible; otherwise by electronic ballot. A measure receiving a clear majority of the votes cast shall be deemed approved.

Organized on DATE

Constitution and By-Laws ratified on 13 May 2016.