

# EMIT SOCIETY

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## CONSTITUTION OF THE EARLY MODERN IMAGE AND TEXT SOCIETY DECEMBER 2009

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### **ARTICLE I—NAME**

The name of this Society shall be THE EARLY MODERN IMAGE AND TEXT SOCIETY. This Society may also be abbreviated as and be known as Emit Society.

### **ARTICLE II—PURPOSE**

The purpose of this Society shall be to advance the study of the interrelation between early modern texts and images that they may elicit. The official languages of the Society shall be English and Spanish.

### **ARTICLE III—MEMBERSHIP**

#### **SECTION 1**

The Society shall consist of individuals and institutions that have paid current dues to the Treasurer. Institutional members shall have all privileges except that of voting. Provision for non-dues-paying members (honorary, corresponding, etc.) may be made in the By-Laws, but they shall not be voting members.

#### **SECTION 2**

Those members who signified their intention of joining the Society, and paid their dues, before October 25, 2008, shall be known as FOUNDERS.

#### **SECTION 3**

Those members who joined the Society within the first calendar year, i.e., before January 1, 2010, or who paid dues from the first year, shall be known as CHARTER MEMBERS.

#### **SECTION 4**

Those members who contribute \$1000 or more to the Society within any calendar year shall be known as PATRONS.

#### **SECTION 5**

No special rights or privileges shall derive from the status or designation of FOUNDER, CHARTER MEMBER or PATRON.

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## SECTION 6

Student membership is open to students.

## SECTION 7

Each member shall pay as annual dues a sum fixed at any biannual meeting of the Society. No member in default may exercise any privilege of membership. Biannual dues are payable in advance before October 1. Any member whose dues have not reached the Treasurer by December 31 will be dropped from the rolls.

## SECTION 8

Each dues paying member of the Society shall be entitled to receive one subscription to any regular periodical publication issued by the Society.

## **ARTICLE IV—ORGANIZATION**

### SECTION 1

The government and control of the Corporation shall be vested in a Board of Directors called the Executive Council. Every member of the Executive Council shall be a member in good standing of the Society. The Council, through its Managing Director and/or Communications Director, shall make a report of its activities at each Biannual Membership Meeting. Its policies and actions shall be subject to the direction and approval of the Society.

### SECTION 2

The Executive Council shall consist of the President, Vice-President, Treasurer, Managing Director, Funding Director, and Communications Director.

### SECTION 3

The President, Vice-President, Treasurer, Managing Director and Communications Director shall be elected by the entire membership. The Managing Director shall send to all members the ballots containing the names proposed by the advisory committee at least six (6) weeks in advance of the Biannual Membership Meeting. Ballots must reach the Managing Director at least two (2) weeks in advance of the Biannual Membership Meeting in order to be valid. Results of the election will be announced at the Biannual Membership Meeting. The President and Vice-President shall serve a term of two (2) years. The President must have served in the Executive Council, at least, for the previous term. The Vice-President shall succeed to the office of the Presidency in the event of a vacancy in the office of President. The Treasurer, Managing Director and Communication Director shall be elected by the Executive Council and shall serve for a term of two (2) years, renewable. All terms will begin on January 1.

### SECTION 4

There shall be an advisory committee of three (3), elected at the Biannual Membership Meeting. Two (2) members of the advisory committee shall be elected from the floor, and one (1) shall be elected by

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the Executive Council. The Advisory Committee shall be elected one year in advance of its functioning and shall be charged with ensuring the geographical diversity of representation among the elected Council Members.

## SECTION 5

The President presides at all meetings of the Executive Council and at all Business Meetings of the Corporation. In the President's absence the Vice-President presides at these meetings.

## SECTION 6

In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President, and shall perform such duties as the Executive Council may prescribe.

## SECTION 7

The Treasurer, Managing Director and Communications Director shall attend all sessions of the Executive Council. The Managing Director shall record all votes and minutes of all proceedings for both groups; shall give, or cause to be given notice of all meetings of the Members and the Executive Council; and shall perform other such duties as shall be prescribed by the Executive Council or the President. The Treasurer shall be custodian of all funds and shall collect membership fees, dues and other money due the Society, and shall pay bills owed by the Society.

## SECTION 8

Vacancy in the presidency shall be filled by the Vice-President. Should vacancies occur in both offices during the year, the presidency shall be filled by election of the Executive Council until the next biannual election. In the event of other vacancies, the remaining members of the Executive Council, by a majority vote, may choose a successor who shall hold office for the unexpired term in respect to which such vacancy occurred.

## **ARTICLE V—MEETINGS**

### SECTION 1

The Biannual Meeting of the Executive Council shall be held immediately preceding and at the place designated for the Biannual Membership Meeting and/or at such other time and place as the Executive Council may determine from time to time.

### SECTION 2

Two-thirds of the Council Members shall constitute a quorum for the transaction of business. The act of a majority of the Council Members present at a meeting at which a quorum is present shall be the act of the Executive Council.

### SECTION 3

Members present at all Membership Meetings shall constitute a quorum. For all purposes except where otherwise required by law, a majority of those voting shall be required for election or other action by the membership.

### SECTION 4

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Voting by proxy shall not be permitted.

## SECTION 5

Written notice of the Biannual Membership Meeting shall be mailed by the Managing Director to each member entitled to vote at such address as appears on the records of the Society at least two (2) weeks prior to the date of the meeting, publishing notice of the Biannual Membership Meeting by email to each member entitled to vote at least two (2) weeks prior to the date of the meeting shall suffice.

## SECTION 6

Special meetings of the members for any purpose unless otherwise proscribed by statute may be called by the President or a majority of the Executive Council and shall be called by the President or Managing Director at the request, in writing, of 20% of the members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the object stated in the call. Written notice of all special meetings of the members, stating the time and place and object thereof, shall be mailed at least two (2) weeks before such meeting to each member entitled to vote thereat to such address as appears on the books of the Corporation.

## SECTION 7

Every member shall have the right to examine in person, or by agent or attorney, at any reasonable time for any reasonable purpose, the By-Laws, membership roster, books of account and records of the proceedings of the members of the Executive Council and to make copies or extracts of the same at his or her sole expense.

## **ARTICLE VI—OFFICIAL ORGAN**

SECTION 1 [publication], the official publication of the Society, shall be furnished to all members in good standing. Once the publication starts circulating, the membership fee should be adjusted in order to make each Emit Society member an automatic subscriber of the publication.

SECTION 2 The Communications Director shall be responsible for editing and publishing all material appearing in [publication]. His or her responsibility is to supervise the diffusion of announcements (such as Call for Papers, Special Topic, etc.), perform an initial screening of submissions, pass along the submissions to two members of the advisory board (see Section 3 of this article) in order to obtain their peer-reviewing as well as their final evaluation of the submitted article, inform participants of one of the three following possibilities: 1) acceptance of their submission "as is." 2) potential format and/or content corrections they need to make in order to have the submission published 3) rejection of the submission for the publication.

SECTION 3 The staff of [publication], other than the Communications Director, shall consist of the Publication Director's Advisory Council of not more than ten (10) members, an Advertising Manager and an Assistant to the Communications Director.

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SECTION 4 The staff shall be appointed by the Executive Council on nomination by the Communications Director. Members of the Advisory Council shall be asked every three years whether they wish to pursue service and peer-evaluation.

## **ARTICLE VII—AMENDMENTS**

### **SECTION 1**

Five or more members in good standing may propose an amendment altering, appealing or amending this Constitution, provided that notice of any such proposed amendment shall be sent to the Managing Director two (2) months before the Biannual Membership Meeting. The Managing Director shall mail written notice of any such amendment to all member entitled to vote at least two (2) weeks in advance of the Biannual Membership Meeting.

### **SECTION 2**

Any amendment may be adopted by two-thirds of the members present and voting at any Biannual Meeting of the Members.

## **ARTICLE VIII—DISSOLUTION OF THE SOCIETY**

The Society may be dissolved only at a special meeting called for the purpose, by vote of three fourths of the members present. Subject to compliance with any applicable provisions of the law, upon any such dissolution of the Society, all its property remaining after the satisfaction of all its obligations shall be distributed to one or more organizations, funds or foundations, organized and operated exclusively for charitable, scientific, literary or educational purposes (no part of 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 Executive Council of the Society may elect.