

BY-LAWS  
OF THE  
NEW ENGLAND  
SOCIOLOGICAL ASSOCIATION, INC.

AS ADOPTED ON SEPTEMBER 25, 1970

AND AMENDED BY MAJORITY VOTE OF THE ASSOCIATION

SEPTEMBER 15, 1992 AND NOVEMBER 2, 2001



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**ARTICLE 1: NAME**

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The name of the corporation (hereinafter referred to as the “Association”) shall be “New England Sociological Association, Inc.”

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**ARTICLE II: LOCATION**

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The principal office of the Association shall be at Bryant College, Smithfield, Rhode Island, 02917-1284.

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**ARTICLE III: MEMBERSHIP**

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Section 1. Voting members shall be those who have paid their dues for the current year. Members paying an additional contribution to the Association may be known as contributing members.

Section 2. The membership year is a calendar year.

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**ARTICLE IV: DUES**

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The annual dues, if any, shall be as determined from time to time by the Executive Council.

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**ARTICLE V: MEETINGS OF THE ASSOCIATION**

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Section 1. The annual meeting of the members of the Association, for the election of officers, the hearing of annual reports, and the transaction of such other business as may legally come before the meeting, shall be held at the Fall meeting of the Association on the first Saturday in November, or at such other time and place as the Executive Council may determine, or to which any annual meeting of the Association may adjourn.

Section 2. Other meetings of the members of the Association may be called at the direction of the President or the Executive Council or upon written call by ten percent (10%) or more of the members then in good standing as to payment of dues. Such written call shall state the time and purposes of the meeting. Such meeting shall be held at such place as may be designated by the Executive Council, or to which any such meeting of the Association may adjourn.

Section 3. At any meeting of the members of the Association, a quorum for the transaction of business shall consist of the lesser of (a) twenty-five percent (25%) of the members then in good standing as to payment of dues,

appearing in person, and (b) twenty-five (25) such members appearing in person. Each member shall be entitled to one vote on any question and may give his/her vote in person or by proxy. Less than such a quorum shall have the power to adjourn any meeting from time to time if such a quorum is not present.

Section 4. Notice of an annual meeting shall be given at least fourteen (14) days before the date of such a meeting; notice of other meetings shall be given at least seven (7) days before the date of such meeting. Notices of meetings of the Association need not specify the purposes thereof, except as otherwise by law or in these By-Laws provided.

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## **ARTICLE VI: OFFICERS**

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Section 1. The officers of the Association shall be a President, the immediate Past-President, a President-Elect, First and Second Vice-Presidents, a Treasurer, a Recording Secretary, two Representatives-at-Large, and two Student Representatives, one graduate student and one undergraduate student. An Executive Council shall consist of all the officers which shall have the power of a Board of Directors and in addition, the Executive Director, the Editor of the Association Newsletter, and Chairs of standing or ad hoc committees shall serve as full members of the Executive Council at the pleasure of the Council.

Section 2. The President-Elect, Treasurer, Recording Secretary, Vice Presidents, Representatives-at-Large and Graduate and Undergraduate Student Representatives shall be elected by the members as specified in Article VII. They shall hold office until their respective successors are chosen and qualify.

Section 3. The Executive Director shall be appointed by the Executive Council and shall serve for one calendar year, beginning the day of the Fall Conference/Business Meeting. In recognition of services rendered in furtherance of the purposes of the organization, the Executive Director may, at the discretion of the Executive Council, receive an annual honorarium.

Section 4. The Executive Council may designate one or more individuals as temporary officers, to continue as such during such term, as shall be specified by the Executive Council. Such temporary officers need not be members of the Executive Council.

Section 5. Any temporary officer appointed by the Executive Council may be removed from office by the Executive Council with or without cause at any meeting of the Executive Council.

Section 6. Any officer may resign by filing with the Recording Secretary or with the Executive Council a written resignation which shall take effect on being so filed or at such other time as may be prescribed therein. Any vacancy at any time existing in the Executive Council or in any other office or in any committee may be filled by the Executive Council at any meeting and the person chosen to fill the vacancy shall hold office, except as in these By-Laws provided, until the next annual meeting of the members and until his/her successor is chosen and qualifies. Any officer may be removed from office with just cause by the Executive Council following notice which states that his/her removal is proposed.

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## **ARTICLE VII: NOMINATIONS AND ELECTIONS**

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Section 1. There shall be a Nominating Committee of five (5) voting members, three (3) of whom shall be nominated with their consent by a majority vote of those present and voting at the annual meeting of the Association. Nominations for these positions shall be made only from the floor. The additional two members shall be appointed by the new officers of the Association no later than three (3) months following the annual meeting. The Nominating Committee shall elect one (1) of its members to serve as head of the Committee.

Section 2. The Nominating Committee shall request suggestions from the members for nominations for the Association's officers at least six (6) months before the annual meeting. The Committee shall devise and mail to the voting members a proposed slate of nominees at least thirty (30) days prior to the annual meeting. Biographical sketches, together with an optional statement of intent consisting of one hundred words, shall accompany all nominations. All nominees shall also submit a statement to the Committee on Nominations of their willingness to serve.

Section 3. All elections shall be held by ballot and candidates receiving the largest vote cast shall be considered elected. In the case of ties, another vote shall be cast for President, but for all other offices, all those tied shall be considered elected.

Section 4. A President-Elect shall be elected annually and shall serve in the two succeeding years as President and Past-President. The term of the President shall be one year.

Section 5. The First Vice-President, the Treasurer, and one Representative-at-large shall be elected each even-numbered year to a two-year term. The Second Vice-President, the Recording Secretary, and the other Representative-at-Large shall be elected each odd-numbered year to a two-year term. The Undergraduate Student Representative and the Graduate Student Representative shall each be elected annually to a one-year term.

Section 6. The term of office shall begin and end with the conclusion of the annual meeting.

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**ARTICLE VIII: POWERS AND DUTIES OF OFFICERS**

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Section 1. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Association and of the Executive Council, and shall have the general and active management of the affairs of the Executive Council, subject to the approval and direction of the Executive Council.

Section 2. In the absence of the President, or in case of his/her death, resignation, incapacity or refusal to act, the duties appertaining to the office shall, until the election of a new President, be performed by the First Vice-President, or in the event of the absence, death, resignation, incapacity, or refusal to act of the First Vice-President, by the Second Vice-President.

Section 3. The Treasurer shall have charge of all monies of the Association, shall collect all monies due to the Association, shall have the power to accept donations to the Association which are unrestricted gifts for its general purposes, and (subject to control of the Executive Council) shall receipt for all other donations and shall deposit the funds of the Association subject to the prior approval of the Executive Council. He/she shall keep such books as may be necessary for the duties of his/her office, which at times shall be open to the Executive Council. He/she shall report in detail annually, and as often as required by the Executive Council, all monies collected, expended or invested, all outstanding obligations of the Association, and such other matters as may be deemed proper in connection with his/her office, and perform such other duties as the President or the Executive Council may require. The Executive Director will assist the Treasurer in the performance of these duties. He/she shall keep updated records of the membership and updated mailing lists. In addition, he/she shall assist the President and Executive Council with correspondence to members, publicity regarding the Association and its conferences, and he/she shall perform such other duties as the President and the Executive Council may require.

Section 4. The First Vice-President and a Member-at-Large of the Executive Council shall be responsible for convening standing and ad hoc committees. The Second Vice-President and a Member-at-Large of the Executive Council shall be responsible for assisting the conference convenors. All four shall perform such other duties as the President and the Executive Council may require.

Section 5. The Recording Secretary shall keep a record of all meeting and correspondence of the Association, notify members of the Executive Council

of upcoming meetings, and act when requested as secretary of any committee.

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**ARTICLE IX: EXECUTIVE COUNCIL**

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Section 1. The Executive Council, subject always to the provisions of these By-Laws, shall have general supervision and control of the management and administration of the affairs of the Association and may exercise all or any of the powers of the Association including, without limitation, power to make donations of, and accept donations to, the funds of the Association and to invest and reinvest its funds in any property, real or personal, to such extent and of such kinds as the Executive Council shall deem advisable PROVIDED, HOWEVER, no such donation shall be made to any member and no such investment shall be made in the securities of, and or loan made to, any member.

Section 2. Special meetings of the Executive Council may be called by the President or by any five (5) or more of the officers then holding office.

Section 3. A quorum for the transaction of business at any meeting of the Executive Council shall constitute a majority of officers. Less than such a quorum shall have the power to adjourn any meeting from time to time if such a quorum is not present.

Section 4. Every officer shall be entitled to vote at any meeting on all matters.

Section 5. Notice of every meeting of the Executive Council shall be given by the Recording Secretary to each officer at least twenty-four (24) hours before the meeting. Notice of the Executive Council meetings need not specify the purposes thereof, except as herein otherwise provided.

Section 6. The Executive Council shall appoint an Archivist who shall serve at the pleasure of the Council and who shall be an ex officio member thereof. The archives shall be maintained at a location to be determined by the Executive Council.

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**ARTICLE X: COMMITTEES**

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Section 1. The Executive Council and the President may from time to time appoint such committees, consisting of such persons, for such purposes and with such powers as the Executive Council or the President shall determine, PROVIDED, in such cases of each power, that such power is exercisable by the Executive Council and is not required by the law to be exercised solely by the Executive Council. Such powers, without limitation, may include power to report or act upon any subject in keeping with the objectives of the Association and power to accept applications for resignations (including conditional resignations) from, terminations of and reinstatements to

membership, subject to the foregoing provision. Except as otherwise in these By-Laws provided, the member of any such committees and member thereof shall serve at the pleasure of the Executive Council. A different member of the Executive Council shall serve on, but need not chair, each committee, and shall act as liaison between the committee and the Executive Council.

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**ARTICLE XI: CHECKS, NOTES, DRAFTS, AND OTHER INSTRUMENTS**

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Checks, Notes, Drafts, and Other Instruments for the payment of money drawn or endorsed in the name of the Association may be signed by the President or Treasurer or Executive Director. No officer or person shall sign any such instrument as aforesaid unless authorized by the Executive Council to do so.

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**ARTICLE XII: FISCAL YEAR**

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Except as otherwise determined by the Executive Council, the fiscal year of the Association shall be the year ending with the thirty-first (31<sup>st</sup>) day of December each year.

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**ARTICLE XIII: SEAL OF THE ASSOCIATION**

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The Seal of the Association shall be circular in form, bearing its name and the state and year of incorporation. The President shall have custody of the Seal and may affix it (as may any other officer if authorized by the Executive Council) to any instrument requiring the Seal of the Association.

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**ARTICLE XIV: AMENDMENTS**

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Section 1. All proposed amendments to the By-Laws, together with comments and recommendations of the officers of the Association, shall be submitted to all voting members for ballot by mail.

Section 2. A favorable vote of the majority of the members returning their ballots within thirty (30) days of the date of mailing of the proposed amendment(s) shall amend the By-Laws.

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**ARTICLE XV: AGREEMENT OF ASSOCIATION**

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Section 1. The provisions of the Agreement of Association as they from time to time exist are part of these By-Laws.

We, whose names are hereto subscribed, do, by this Agreement, associate ourselves with the intention of forming a corporation under the General Laws, Chapter 180.

The name by which this corporation shall be known is New England Sociological Association, Inc.

The location of the principal office of the corporation in Massachusetts is to be in the city of Boston. The address of the corporation is to be the Department of Sociology, Boston University, Boston, Massachusetts.

Section 2. The purpose for which the corporation is formed and the nature of the activities to be transacted by it are as follows:

- To stimulate and improve sociological research, instruction, and discussion.
- To bring sociological knowledge and understanding to bear upon issues concerning the promotion of human welfare.
- To encourage cooperative relations among persons in the New England region who are engaged in the scientific study of society and social behavior, or in the application of sociological knowledge.
- As a corporation organized exclusively for educational and scientific purposes to conform to the provisions of section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Act).
- To receive, administer, and expend funds received from grants, bequests, gifts, contracts, awards, and any other sources in the interest of and in accord with the purposes of the corporation.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 above.

Section 4. 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 publishing or distribution of statements) any political campaign on behalf of 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 federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 5. Upon the dissolution of the corporation, the officers shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or

organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Unites States Internal Revenue Law), as the officers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

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**ARTICLE XV: FIRST MEETING**

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We hereby waive all requirements of the General Laws of Massachusetts for notice of the first meeting of the Incorporators for the purpose of organization, and appoint 12:00 o'clock Noon on the 25<sup>th</sup> day of September, 1970, at the Riverview Restaurant, 110 Francis Street, Brookline, Massachusetts, as the time and place for holding such first meeting.