

EMILY DICKINSON INTERNATIONAL SOCIETY, INC. BYLAWS

ARTICLE I

Authorization

This Corporation shall proceed under Chapter 180 of the Annotated Laws of Massachusetts.

ARTICLE II

Status

Section 1. The Corporation is a nonprofit corporation organized and operated exclusively for educational, charitable, and literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Code), or participating in, or intervening in (including the publications or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Code (or any corresponding provision of any future tax code), or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code (or the corresponding provision of any future federal tax code).

Section 4. Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose.

ARTICLE III

Name

The name of the Corporation shall be the Emily Dickinson International Society, Inc. Its location and principal office shall be in the Town of Acton, County of Middlesex.

ARTICLE IV

Mission

The mission of the Society shall be to promote, perpetuate, and enhance the study and appreciation of Emily Dickinson throughout the world through activities such as these: establishing and supporting local chapters and regional programming; sponsoring international conferences and sessions at professional meetings; sponsoring a journal, a bulletin, and a website; sponsoring graduate student fellowships and scholar awards to advance study of Emily Dickinson; lending support to the Emily Dickinson Museum in Amherst; accepting, holding, and expending money or property given it in trust for the Society; disposing of any corporate property when it deems it for the best interests of the Society; and, in general, doing whatever may be proper to carry out the mission of the Society.

ARTICLE V

Membership

Section 1. The membership of the Society shall consist of honorary members and all persons and institutions that have paid annual dues.

Section 2. Annual membership runs from January 1 to December 31.

Section 3. The payment of dues by a member during November or December shall make such membership effective through the next succeeding calendar year.

Section 4. The Board may, at any time and from time to time, provide for classes of contributors to the Society as it shall deem appropriate and shall establish designations for such classes and shall determine the rights and privileges which any class of contributors shall enjoy.

ARTICLE VI

Governing Authority

Section 1. The property, affairs, and business of the Society shall be under the care of and managed by the Board of Directors, which shall consist of fifteen members of the Society in good standing elected to the Board. Twelve seats on the Board shall be filled according to the procedures outlined in Article IX, Section 2 of the Bylaws. Three seats on the Board shall be reserved for three members of the Society in good standing who shall be elected as Members-at-Large by the membership at large according to

procedures outlined in Article IX, Section 3 of the Bylaws. The Board of Directors shall appoint, by majority vote, the officers of the Society and chairs of the standing committees of the Society. Terms of office will begin at appointment and continue until their successors are appointed.

Section 2. All directors shall be entitled to vote at all meetings of the Board of Directors, and shall have all other rights, duties, and responsibilities of directors during their respective terms of office.

Section 3. A director may be removed from office with or without cause by a two-thirds (2/3s) vote of the remaining voting members of the Board of Directors.

Section 4. With the exception of the three Members-at-Large, the Board of Directors shall be a self-perpetuating body. Directors will serve for three-year terms and may be re-elected for an unlimited number of successive terms. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a director, the remaining directors shall, within a reasonable time, fill the vacancy for the remainder of that director's three-year term.

Section 5. Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed to in writing by the unanimous consent of the voting members of the Board.

Section 6. In addition to communications in paper format, communications in electronic format distributed by listserv to all voting members of the Board will be considered "in writing."

ARTICLE VII

Officers

Section 1. The officers of the Society shall be a President, a Vice-President, a Secretary, a Treasurer, Editor of the *Bulletin*, Editor of the *Journal*, and Website Director, who shall be appointed by the directors and take office at the annual meeting of each year to serve until the next annual meeting or until their successors are elected or appointed. The positions of Editor of the *Bulletin*, Editor of the *Journal*, and Website Director shall be reviewed every five years. The President and Vice-President shall be appointed from the elected directors; other officers shall be members of the Society in good standing and may, but need not, be directors. The same person ordinarily shall not hold two offices at the same time.

Section 2. All officers shall be entitled to vote at all meetings of the Board of Directors, and shall have all other rights, duties, and responsibilities of directors during their respective terms of office.

Section 3. The principal duties of the President shall be to preside at all meetings of the Board of Directors. In the absence of the President, the Vice-President shall preside; in

the absence of both the President and the Vice-President, a director selected by majority vote of the members present shall preside. The President shall sign or countersign all instruments that require her or his signature, and she/he shall make such reports and perform such other duties incident to the office as are required of her or him by the Board of Directors. She/he shall be, ex-officio, a member of each of the Standing Committees.

Section 4. The principal duties of the Vice President shall be to discharge the duties of the President in the event of the absence or disability of the latter.

Section 5. The principal duties of the Secretary shall be to keep the records of the Society and the proceedings of the Board of Directors. She/he is the custodian of the records of the Society not otherwise provided for, and is responsible for the issuance of general and annual meeting notices. The Secretary shall send the original copy of all Minutes to the President and also forward copies to Legal Counsel and others as appropriate.

Section 6. The principal duties of the Treasurer shall be to keep an account of all monies, credits, and property of the Society, and to submit an annual report, subject to independent audit under arrangements to be authorized by the Board of Directors. The Treasurer shall keep proper records of all appropriations and authorizations of expenditures, and she/he shall maintain duly itemized and classified accounts of expenditures and pledges made. The Treasurer shall keep a record of the securities, contracts, mortgages, deeds of trust, leases, deeds, records, publications, and other property belonging to the corporation. The Treasurer shall sign or countersign checks, stocks, securities, contracts, mortgages, deeds of trust, leases, deeds, and other instruments as require her or his signature, and shall perform all duties incident to the office or that are properly required by the Board of Directors. The Treasurer shall not pay out any money, invest any funds, transfer or dispose of any securities or other property, excepting on the authorization of the Board of Directors.

Section 7. The principal duties of the Editor of the *Emily Dickinson International Society Bulletin* shall be to manage the editorial and financial affairs of the Society's newsletter. She/he shall have full authority to determine the content of each issue, with the understanding that its purpose is to reflect and promote the mission of the Society and to increase awareness and appreciation of Emily Dickinson and her work. The Editor shall make such reports on the activities of the *Bulletin* and perform such other duties incident to the office as are required of her/him by the Board of Directors.

Section 8. The principal duties of the Editor of the *Emily Dickinson Journal* shall be to manage the editorial and financial affairs of the *Journal*. She/he shall have full authority to determine the content of each issue, with the understanding that its purpose is to publish and promote scholarship on Emily Dickinson. The Editor shall make such reports on the activities of the *Journal* and perform such other duties incident to the office as are required of her/him by the Board of Directors.

Section 9. The principal duties of the Website Director shall be to manage the editorial and financial affairs of the Website. She/he shall work with the Website Committee and other Society committees, as outlined in Article VIII, Section 4H, to shape an online presence for the Society that supports the Society's goals and objectives. The Website

Director shall make such reports on the activities of the Website and perform such other duties incident to the office as are required of her/him by the Board of Directors.

Section 10. Other offices may be created and officers appointed thereto by the Board. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties prescribed, from time to time, by the Board.

Section 11. Any officer may be removed from office with or without cause by a two-thirds vote of the remaining voting members of the Board of Directors.

ARTICLE VIII

Standing and Ad Hoc Committees

Section 1. The following are the Standing Committees of the Society:

- A. Arts Committee
- B. Awards Committee
- C. Budget and Appropriations Committee
- D. Fundraising Committee
- E. Local Chapters Committee
- F. Membership Committee
- G. Nominations Committee
- H. Website Committee

Section 2. The chairs of the Standing Committees shall be appointed by the Board of Directors annually. Each committee shall consist of members of the Society in good standing appointed by the chair unless otherwise specified in the bylaws. The same person may serve as both a director or officer and chair or member of a standing committee.

Section 3. All Standing Committees have the following responsibilities: to set annual goals to guide the Committee's work; to provide the President and/or Board with appropriate updates on committee progress; to submit budget requests for special project expenses to the Budget and Appropriations Committee; to submit announcements the Committee wishes to appear in the *Bulletin*, the *Journal*, or on the website and to do so in a timely manner; and, to prepare an annual report outlining progress on annual goals as well as other major activities, accomplishments, and areas of concern for discussion at the annual business meeting.

Section 4. Each Standing Committee also has special responsibilities as outlined below.

- A. The Arts Committee is charged with oversight and activities related to the promotion of knowledge about adaptations and interpretations of Dickinson's life and work in dance, fiction, music, poetry, theatre, and the

- visual arts, including publicizing exhibitions, performances and works of tribute.
- B. The Awards Committee is charged with oversight and activities related to the Society's Scholar in Amherst and Graduate Fellowship award programs, including timely annual announcement of competition deadlines, application review, selection of award recipients, and coordination of scholarship disbursements.
 - C. The Budget and Appropriations Committee is charged with oversight and activities related to assisting the Treasurer in establishing practices to ensure the Society's fiscal health and accountability. The Committee also reviews and prioritizes requests for new or extraordinary funding from the Society's committee chairs, editors, and officers as part of the annual budget process and, as the need arises, may suggest projects and expenditures.
 - D. The Fundraising Committee is charged with oversight and activities related to soliciting donations for general and specific purposes of the Society, as directed by the Board of Directors. The Committee also may recommend fundraising projects for the Board's consideration and ensures that donors receive appropriate acknowledgement and recognition.
 - E. The Local Chapters Committee is charged with oversight and activities related to the promotion and support of local chapters of the Society in the United States and in countries represented by the Society's membership.
 - F. The Membership Committee is charged with oversight and activities related to retaining and increasing the Society's membership base, including to collaborate with Johns Hopkins University Press to ensure the timely development and distribution of annual membership renewal materials.
 - G. The Nominations Committee is charged with oversight and activities related to the nomination and election of the Society's Board of Directors and its Members-at-Large, officers, and Committee chairs. The Committee adheres to the policies adopted by the Board of Directors as outlined in Article IX.
 - H. The Website Committee is charged with oversight and activities related to shaping a professional, attractive online presence for the Society that supports the Society's goals and objectives, demonstrates the value of membership, and encourages non-member visitors. The Committee collaborates with other Society committees to oversee timely posting of calls for papers, meeting announcements, award deadlines, and other annual events and activities and also provides effective maintenance of listservs for the Board, the Board and Friends, and the membership generally.

Section 5. Standing Committees with defined scopes and responsibilities may be created by a two-thirds (2/3s) vote of the voting members of the Board of Directors.

Section 6. Ad Hoc Committees may be established and their chairs appointed by the Board of Directors to address temporary needs or to accomplish specific tasks of the Society.

ARTICLE IX

Nominations and Elections

Section 1. Unless otherwise specified by the Board of Directors, the Nominations Committee shall automatically include those Directors who are in the second year of a three-year term and a chair of the Committee appointed by the Board of Directors. At the annual meeting, the Board may appoint additional members of the Nominations Committee from among the Society's members in good standing.

Section 2. At the meeting of the Board of Directors each year, the Nominations Committee shall present to the Directors a slate of candidates for those seats on the Board, with the exception of the Member-at-Large seat, that are up for election. Appointment to the Board of Directors shall be by the invitation of the Nominations Committee upon majority vote of the Board. Each year the Board will nominate and elect the new members, with the exception of a Member-at-Large, for three-year terms.

Section 3. There shall be three Member-at-Large seats on the Board of Directors, elected on a rotating basis for three-year terms. Every year, the Nominations Committee shall solicit nominations from the membership for a Member-at-Large seat on the Board of Directors and shall prepare a slate for the election, which shall be by written ballot to all members of the Society who are in good standing. Only members who are persons shall be permitted to vote; institutional members shall not be entitled to vote.

Section 4. Each year, the Nominations Committee shall solicit nominations for officers of the Board of Directors, who are to be elected by the Board at the annual Board of Directors meeting. The Chair of the Nominations Committee shall supervise these elections.

ARTICLE X

Meetings of the Members

Section 1. There shall be a meeting held each year during the first two weeks of August to which all members in good standing shall be invited. The Board of Directors shall determine each year the specific date, location, and agenda for the annual Members' meeting.

Section 2. Special meetings of the members may be called from time to time upon the recommendation of the Board of Directors. The call for the special meeting shall specify the date, location, and purpose for which the meeting is called.

Section 3. A written notice of the annual Members' meeting and a written notice of any special meeting of the members shall be published in the *Bulletin* and/or on the website a minimum of thirty days in advance of said meeting.

Section 4. At all meetings of the members, a quorum shall consist of the members present in person, but in no event fewer than twenty-five (25).

ARTICLE XI

Meetings of the Board of Directors

Section 1. The Board of Directors shall meet at least once a year for the transaction of the regular business of the Society. The annual business meeting shall be scheduled during the first two weeks of August at the call of the President.

Section 2. Special meetings of the Board of Directors may be called by the Secretary on the request of the President, or upon the written request of three members of the Board. The call for the special meeting shall specify the purpose for which the meeting is called, and no other business shall be transacted at that meeting.

Section 3. A minimum thirty-day written notice of the annual business meeting of the Board of Directors and a minimum seven-day written notice of all special meetings shall be sent by the Secretary to each director to the address given for Board business.

Section 4. Actual presence of a director at any meeting shall constitute a waiver of any notice above provided to such director.

Section 5. A quorum at any annual business meeting or special meeting shall consist of a majority of the voting members of the Board of Directors.

Section 6. A majority of the votes cast upon any question shall decide the question unless the matter is one which, by express provision of these bylaws or by prior agreement of the Board, requires a vote other than majority vote, in which case the proportion required shall govern.

Section 7. All members and officers of the Board of Directors and chairs of Standing Committees are expected to attend all meetings of the Board during their terms of office. Absences may be excused for good reason by the President upon advance notification.

Section 8. All past presidents of the Emily Dickinson International Society, Inc. no longer serving as elected members or officers of the Board of Directors, shall have the right and privilege to attend meetings of the Board of Directors as ex-officio, non-voting members.

Section 9. The Executive Director and/or other staff of the Emily Dickinson Museum may be designated as honorary, non-voting members of the Board of Directors and may attend meetings of the Board of Directors at their own discretion.

Section 10. The category of Friends of the Board shall consist of Legal Counsel to the Society and former Board members who remain active in Society activities. Any Friend of the Board shall have the right and privilege to attend meetings of the Board of Directors.

Section 11. Any procedural matters not covered specifically in these Bylaws shall be governed as determined by the Board of Directors.

ARTICLE XII

Meetings and Membership of Committees

Section 1. Meetings of either Standing or Ad Hoc Committees shall be at the call of their chairs.

Section 2. A minimum seven-day written notice of all committee meetings shall be sent by the Committee chair to each Committee member to the address given for Committee business.

Section 3. Members of either Standing or Ad Hoc Committees must be members of the Society in good standing. Ordinarily Standing and Ad Hoc Committees shall include some members who also are members or officers of the Board of Directors.

Section 4. The terms of Committee members shall be staggered unless otherwise specified in the Bylaws.

ARTICLE XIII

Conflicts of Interest

Section 1. The standard of behavior of the Emily Dickinson International Society, Inc. is that all board members, committee members, and other volunteers scrupulously avoid conflicts of interest between the interests of the Emily Dickinson International Society, Inc. on the one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

Section 2. Upon or before election or appointment, board members, committee members, and other volunteers shall sign and date a copy of the following statement:

“I understand that the purposes of this policy are to protect the integrity of the Emily Dickinson International Society, Inc.’s decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of board members, committee members, and other volunteers. Upon or before election or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This

written disclosure will be kept on file by the Society's secretary and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will not participate in the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording."

Section 3. The minutes of any meeting in which a conflict of interest is disclosed will reflect that a disclosure of interest was made and that the interested director(s) abstained from voting and was/were not present during the Board's discussion of the matter.

ARTICLE XIV

Contracts, Checks, Deposits, and Funds

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Society.

Section 3. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Society.

ARTICLE XV

Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors meetings and actions between meetings, and shall keep at its registered or principal office in Massachusetts a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, or his or her agent or attorney, for any purpose at any reasonable time.

ARTICLE XVI

Fiscal Year

The fiscal year of the Society shall end December 31st of each year.

ARTICLE XVII

Seal

The Board of Directors shall provide a suitable corporate seal, which shall be in the form of a circle and shall have inscribed thereon: "Corporate Seal of the Emily Dickinson International Society, Inc.," and which shall be in charge of, and used by, the Secretary.

ARTICLE XVIII

Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3s) vote of the voting members present at any annual business or special meeting of the Board of Directors, provided that notice of the proposed amendment shall have been presented to all voting members in writing at least three weeks before said meeting as well as included in the call for the meeting in which action is to be taken.

ARTICLE XIX

Rights and Liabilities of Members, Officers, and Directors

The members, officers, and directors of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member, officer, or director on the dissolution or winding up of this corporation. No member, officer, or director of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation, nor be subject to any assessments.