

**THE JOSIAH ROYCE SOCIETY
CONSTITUTION AND BYLAWS
(REVISED MARCH 2, 2023)**

ARTICLE I *PURPOSE*

The purpose of the Josiah Royce Society shall be to encourage study of the life, work, and legacy of Josiah Royce (1855-1916). This study shall include engagement with his original contributions to the development of classical American philosophy, interrogation of his enduring influence, and development of contemporary applications of his thought.

ARTICLE II *MEMBERS AND SUPPORTERS*

Any person agreeing to the purpose of the Society shall be admitted to membership and shall continue as a member while current dues are paid. Each member shall have one vote in all elections and ballot measures. Members may also propose agenda items to the Executive Committee.

Institutions may subscribe to the publications of the Society or support its mission in other ways; however, they are not considered to be members.

Members shall pay annual dues at a rate set by the Executive Committee. Membership runs on the calendar year, January through December.

Any person who has served a term of office as President of the Society is a Fellow of the Josiah Royce Society. The Executive Committee may also appoint other individuals as Fellows of the Society. Fellows may serve in advisory capacities, or otherwise assist current officers of the Society in ways that may be established by the Executive Committee, the current President, or the Society at large.

ARTICLE III *OFFICERS*

The officers shall be a President, Vice President, Secretary, and Treasurer. These offices are elected positions and are voted on by the membership as detailed in Article V. All officers serve two-year terms. At the completion of the President's two-year term, the Vice President will become President. Thus, the Vice President will serve four years—two as Vice President and two as President. Any person who previously served as President for two years may be elected Vice President once again after two years. There is no limit on the number of terms that the Secretary or Treasurer may serve. Terms of office begin at the conclusion of the business meeting following the election.

The President shall be the senior officer, chief administrator, and overseer of the Society's affairs. The President shall preside at all meetings of the Executive Committee and act as parliamentarian. The President shall be responsible for articulating and directing implementation of short- and long-term goals for the Society. The President shall direct fundraising efforts, which may include delegation to other members of the Society or cooperation with other institutions and organizations. After the term of office, the President may serve in an advisory role as a non-voting ex-officio member of the Executive Committee for up to two years.

The Vice President shall assume the duties of the President if the latter is unable to preside over a Society function. The Vice President shall advise the President on short- and long-term goals for the Society. The Vice President shall maintain a list of the terms of officers and shall initiate the election process when appropriate. The Vice President shall be responsible for the organization of sessions of the Society at the meetings of other organizations, such as the American Philosophical Association or the Society for Advancement of American Philosophy, when appropriate. The Vice President, in consultation with the Executive Committee, shall determine the time and place of the Society's business meetings, and shall work with the Executive Committee to develop agendas for the business meetings.

The Secretary shall be the officer in charge of internal and external relations, including publications and communications. The Secretary shall maintain a current list of members of the Society for purposes of officially establishing membership status when required for any reason. The Secretary shall record the minutes of all business meetings and distribute them to the Society's members. The Secretary shall prepare and distribute ballots and shall certify and publish election results. The Secretary shall remind members to pay their annual dues at least once per year. The Secretary shall announce the time, place, and agenda of the business meetings to the membership in a timely manner.

The Treasurer shall be responsible for receiving and depositing all funds incoming to the Society, including all membership dues, donations, or any other monies paid to the Society. The Society's treasury shall be maintained in a non-profit bank account in the name of the Society. The Treasurer shall also execute all payments and disbursements from the treasury when such are authorized by the Executive Committee, ensuring expenditures do not exceed funds available. The Treasurer shall maintain a written record of all financial activities pertinent to the treasury of the Society and will provide a financial report at the Society's annual business meeting. These reports shall be recorded in the Society's minutes and distributed to the Society's members.

The order of seniority among the Society's elected officers shall be: President, Vice President, Secretary, Treasurer. Between annual meetings of the Society, a vacancy occurring in the Presidency shall be automatically filled by the Vice President. A vacancy in any other elected office shall be filled by a member appointed by the President and confirmed by a majority vote of the Executive Committee. Such interim Presidential appointees may be eligible to be elected to office at the next business meeting of the Society.

ARTICLE IV EXECUTIVE COMMITTEE

The Executive Committee shall meet at least annually and as necessary. In the interim period between business meetings of the Society, the Executive Committee shall conduct all business normally required to administer the affairs of the Society. The Executive Committee may appoint ad hoc committees as may be required to conduct the affairs of the Society.

ARTICLE V ELECTIONS

The President shall issue a call for nominations, including self-nominations, from members of the Society, which will remain open for minimally two weeks. A description of all elected positions shall be provided in the call. Persons not members of the Society may be nominated for office but must maintain membership in the Society to hold office.

The Secretary will supervise the election. Elections shall be held via electronic ballot and will be settled by a plurality of the voting members. The Secretary incumbent at the beginning of the election will certify and communicate the results of the election to the Society's membership.

After the election, the President shall communicate with newly elected officers to ensure they are aware of and understand their responsibilities.

ARTICLE VI Tax-exempt Status and Activities Forbidden Thereby

The Josiah Royce Society is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Josiah Royce Society shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause (Article I) hereof. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the 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.

ARTICLE VII DISTRIBUTION OF SOCIETY RESOURCES

All money raised by the Society shall be distributed in such a way as to support the purpose of the Society as articulated in Article I. Any grant proposals shall be submitted to the Treasurer and will be evaluated by the Executive Committee in a timely manner.

Executive Committee members should disclose any apparent or actual conflicts of interest and should not participate in decision-making processes in cases where a conflict exists or appears to exist.

ARTICLE VIII AMENDING THE CONSTITUTION AND BYLAWS

Amendments to the Society's Constitution and Bylaws may be proposed by the Executive Committee. Amendments shall be adopted by a plurality of the voting members.