

AMERICAN CUSANUS SOCIETY

CONSTITUTION AND BY-LAWS

LAST REVISED December 18, 2013

RATIFIED by membership April 1, 2014

Article I. NAME.

This organization shall be called the American Cusanus Society.

Article II. PURPOSE.

The Society shall promote the study of Nicholas of Cusa and his historical and intellectual milieu in the late Middle Ages and Renaissance. Towards this end, the Society shall hold conferences, publish a *Newsletter*, and support publication of scholarly works. It shall also sponsor sessions at conferences of other academic societies and institutions, and collaborate with organizations promoting Cusanus studies around the world.

Article III. MEMBERSHIP.

Membership shall be open, upon payment of annual dues, to all who support the Society's purpose and work. Membership dues shall be set by the Executive Committee and shall be payable annually. Honorary membership may be conferred by the Executive Committee.

Article IV. ORGANIZATION.

A. Officers.

1. President. The President shall represent the Society in its external affairs, chair business meetings, and coordinate the Society's activities. In consultation with Executive Committee, he/she shall appoint and oversee committees as needed. The President shall be elected for a five-year, renewable term.
2. Vice-President. The Vice-President shall assist the President as needed, and shall be elected for a five-year, renewable term.
3. Treasurer. The Treasurer shall administer the funds of the Society held in accounts it directly controls. Whenever funds are administered for the Society by another institution, the person at that institution who manages the funds may be appointed Associate Treasurer by the Executive Committee. The Treasurer shall be elected for a five-year, renewable term.
4. Secretary. The Secretary shall be responsible for the records of the Society and its official correspondence. The Secretary shall be elected for a five-year, renewable term.

5. Editor of Newsletter. The editor shall be responsible, with any necessary editorial and technical help, for preparing the *Newsletter* of the Society to be published at least once a year. The editor is appointed by the Executive Committee for a term, not to exceed five years.
- B. **Executive Committee.** The Society shall be governed by an elected Executive Committee consisting of the Officers and members-at-large serving staggered three-year renewable terms. The Executive Committee is responsible for the governance of the society, reporting at least annually to a meeting of the membership.
- C. **Board of Advisors.** A board of advisors may be appointed from among recognized scholars in appropriate fields. They may be appointed by the President with the consent of the Executive Committee for life or until they voluntarily resign. These scholars may be consulted about the business of the Society.

Article V. PROCEDURES.

- A. **Elections.** As vacancies occur, three members of Executive Committee shall function as a Nominations Committee. They will solicit and propose nominations for Officers and membership on Executive Committee; circulate a ballot to dues-paying members via email, and by paper ballot only to members without email; count the votes; and announce election results. Voting may take place by electronic ballot returned to the Secretary. If an office or Executive Committee position becomes vacant during a person's term, the Executive Committee can by majority vote appoint an interim person to complete the term.
- B. **Business Meetings.** Business meetings of the Executive Committee are held, in person or by conference call, as needed to transact the Business of the Society. General membership meetings will be held at least once a year to receive reports from the Executive Committee and review any important business of the Society such as elections and changes to the Constitution and By-laws. There is no quorum requirement, but all business presented must receive the consent of the majority of members present.
- C. **Amendments.** Amendments to the Constitution and By-laws shall be presented by the Executive Committee to a membership meeting for the consent of the majority of members present.