

**BYLAWS**

**OF**

**THE COALITION OF FEMINIST SCHOLARS IN THE HISTORY  
OF RHETORIC AND COMPOSITION**

**ARTICLE I - Name and Offices**

1. Name. The name of the organization is The Coalition of Feminist Scholars in the History of Rhetoric and Composition, hereinafter called “Corporation.”

2. Principal Office. The principal office of the Corporation shall be located at 702 East Lake Drive, Greensboro, Guilford County, North Carolina 27401, or at such place as the Executive Board of Officers may fix from time to time. The Executive Board is authorized to change the principal office of the Corporation without amendment to these bylaws.

3. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

4. Other Offices. The Corporation may have offices at such other places, either within or outside the State of North Carolina, as the Executive Board may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE II – Purposes and Membership**

1. Purpose. This Corporation is formed to engage in the following:
  - a) Fostering and encouraging scholarship, research, and interest in feminist histories, theories, and pedagogies of rhetoric and composition;
  - b) Encouraging exploration of the roles played by feminism and gender in the stories told about rhetoric and composition;
  - c) Building and sustaining a network of diverse scholars who share the Coalition’s interests and goals;
  - d) Providing education and mentorship in scholarship, research methods, and praxis to advance the goals of the Coalition;
  - e) Supporting, publicizing, and sponsoring events at conferences, institutes, and symposia;
  - f) Publishing a peer-reviewed journal on feminist and gender issues related to rhetoric and composition; the politics of the profession; and theoretical, pedagogical, and activist approaches to feminist work;
  - g) Offering scholarships, adjudicating awards, and engaging in charitable purposes to support the activities detailed in a) through f) above;
  - h) Soliciting and acquiring funds and other support from all available sources for the purposes described herein.

- i) Providing and performing services, including, but not limited to, planning, marketing, promotion, scheduling, development, advertising, and publicity, as they related to providing the services and support detailed in a) through h) above;
- j) Coordinating volunteer participation in support of the activities detailed in a) through i) above.

2. Non-Profit Status. The Corporation, which is organized under the Non Profit Corporation Act of North Carolina shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) and 170(c)(2) or their successor provision(s) of the Internal Revenue Code. This Corporation is organized exclusively for charitable, literary, and educational purposes, including for such purposes, the making of distributions to organizations that qualify under Section 501 (c)(3) and 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

3. Membership. This Corporation shall have members who are non-voting, as well as Executive and Advisory Board members.

4. Conference Relationship: The Corporation maintains a role as a co-sponsor of the Feminisms and Rhetorics Conference. While the site host must agree to the Coalition's site hosting guidelines, the Coalition:

- a) accepts site proposals and decides via committee on site hosts at least two years prior to the conference;
- b) purchases indemnity insurance where necessary and not covered by the site host;
- c) provides \$2,000 seed money (repayable within one year after the conference) to the site host in order to provide start-up funds;
- d) is allowed to collect Coalition membership dues as part of the conference registration.

5. Definitions. For purposes of these bylaws, the following definitions shall apply:

- a) "Act" means the North Carolina Nonprofit Corporation Act, effective July 1,1994, and all amendments and additions thereto.
- b) "Corporation" means The Coalition of Feminist Scholars in the History of Rhetoric and Composition, as a corporation as such term is defined in Section 55A-8-50(b)(1) of the Act.
- c) "Officer" means an individual who is or was an officer of the Executive Board of the Corporation.
- d) "Indemnified Officer" shall mean each Officer of the Corporation and any other officer of the Corporation who is designated by the Executive Board from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as an Executive Board Officer.
- e) "Advisory Board Member" means an individual who is or was a Member of the Advisory Board of the Corporation.
- f) "Expenses" means expenses of every kind incurred in defending a Proceeding, including but not limited to, legal, accounting, expert and investigatory fees and expenses.
- g) "Liabilities" means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an

employee benefit plan) and reasonable expenses, including, but not limited to, attorney's fees of opposing parties incurred with respect to a Proceeding.

- h) "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

## **ARTICLE III – Executive Board Officers and Advisory Board Members**

1. General Rights and Powers. The Advisory Board shall elect an Executive Board which shall have general power to control and manage the affairs and property of the Corporation in accordance with these Bylaws and the purposes of the Corporation. The Executive Board, with approval from the Advisory Board (defined below) on certain issues, is responsible for overall policy and direction of the Corporation and may delegate responsibility for day-to-day operations to individual Executive Board Officers or to Members of the Advisory Board as defined in Article III, Section 5. Specific powers of the Executive Board include but are not limited to undertaking all corporate responsibilities:

- a) defining the mission, goals, and objectives of the Corporation, and assigning priorities among the goals and objectives when needed;
- b) reviewing and approving, in conjunction with the Advisory Board, the Corporation's budget;
- c) raising the financial resources required to meet the Corporation's goals and objectives with the assistance of the Advisory Board and other members, and
- d) establishing general fundraising policies; and conducting an annual review and evaluation of the Corporation's performance of the goals and objectives of highest priority.

2. Number and Qualifications. The number of Executive Board Officers shall be seven and shall consist of the President, Vice-President, Treasurer, Secretary, Immediate Past President, Graduate Student Representative, and one additional member (member at large) chosen as stated in Article III, Section 4 below. All members of the Executive Board are also members of the Advisory Board. Executive Board Officers need not be residents of the State of North Carolina.

3. First Full Executive Board. The individuals elected by the Corporation prior to its incorporation shall serve as Officers of the first full Executive Board until their elected term is completed. The first full Executive Board shall complete the organization of the corporation

### 4. Election and Term of Office of Executive Board Officers.

With the exception of the member-at-large, to become an Executive Board Officer, a member of the Advisory Board or current Executive Board shall be nominated by the Nominating Committee and elected by a majority of the Advisory Board members. The incoming President shall be responsible for choosing the member-at-large from the current Advisory Board membership.

The Nominating Committee shall be comprised of the Immediate Past President (who will serve as chair of the committee), the President, and the Vice-President. Every two years at the annual Advisory Board meeting, an Executive Board slate of nominations is presented by the Chair of the Nominating Committee to the Advisory Board members for election purposes. When no graduate student member of the Advisory Board is available for nomination to the Executive Board as

Graduate Student Representative, the Nominating Committee shall identify a graduate student from among the Corporation membership to include in the Executive Board slate.

Once elected, Executive Board Officers shall serve for a term of two years, or until a successor is duly elected or appointed. For continuity in the Corporation's operations, those elected as Vice President, Treasurer, and Secretary make a four-year commitment by agreeing to run for reappointment to the elected office or to run for another Executive Board Officer's position after two years (i.e. President, then Past-President). The Graduate Student Representative may be re-elected for a second, two-year term, provided that they are still a graduate student at the time of re-election. If ineligible to run for re-election as the Graduate Student Representative, they may apply to join the Advisory Board through regular processes.

Except as provided otherwise in these Bylaws, the term shall begin on April 15 following the election of the Executive Board Officers. Each Executive Board Officer shall hold office until their term expires; or until their death, resignation, removal, disqualification, or their successor has been elected or appointed. Any Executive Board Officer may resign at any time by giving written notice to the Executive Board. Any Executive Board Officer may be removed at any time with or without cause by two-thirds vote of the full Advisory Board.

An Executive Board Officer who misses three consecutive meetings shall be automatically removed, but may be reinstated by a vote of a majority of the full Advisory Board for good cause shown. Vacancies occurring in the Executive Board may be filled by the remaining members of the Executive Board, even though less than a quorum, or by the members of the Advisory Board. An Officer elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

#### 5. Election and Term of Office of Advisory Board.

In addition to an Executive Board, the Corporation shall also have an Advisory Board with its own Members, two of whom must be graduate students at the time of election. Graduate student members of the Advisory Board may be re-elected for a second, two-year term, provided that they are still a graduate student at the time of re-election. If ineligible to run for re-election as a graduate student, they may apply to join the Advisory Board through regular processes.

At the annual meeting of the Advisory Board, the Executive Board Officers present a slate of potential Advisory Board Members for the Advisory Board to vote on. This slate adds and removes Advisory Board Members with a simple majority. To create this slate, the Vice-President queries the Advisory Board members annually to discern which members would like to resign and queries the entire Corporation membership for nominations to the Advisory Board.

The upper limit of the Advisory Board is 30 members (excluding ex-officio members) who participate and vote during the annual Advisory Board meeting at the Conference on College Composition and Communication, as well as occasionally by written consent throughout the year.

An Advisory Board member who misses two or more consecutive meetings, fails to fulfill obligations and responsibilities tied to committee appointments, and/or fails to maintain ongoing membership in the Corporation shall be automatically removed, but may be reinstated by a vote of a majority of the full Advisory Board for good cause shown. This annual meeting is open to all Corporation members, but only the regular Advisory Board members vote. In addition to any duties and power conferred on it by the Executive Board, the Advisory Board shall attend Executive Board meetings and serve as mentors at Corporation sessions. The designation of any committee and the delegation thereto of authority shall not relieve the Executive Board, or any

member of the Executive Board, of any responsibility or liability imposed upon it or them by law.

#### 5.1 Other Advisory Board Membership Roles

a. Ex-Officio Service roles: After serving as a member in good standing for a minimum of nine years, Advisory Board members may choose to serve in an Ex-Officio capacity. Ex-Officio members shall not have voting privileges but may offer input and expertise. The number of Ex-Officio officers is not limited and is not counted as part of the Advisory Board limit.

b. Other Roles: Chairs of the Feminisms and Rhetorics conferences will also receive Ex-Officio status during their term as chairs. In addition, members serving in such roles as the Archivist/Historian, *Peitho* Web Coordinator, Director of Digital Media and Outreach, and the editor and associate editor of *Peitho* shall have Ex-Officio status for the duration of their roles. After they complete their terms, they may apply to join the Advisory Board through regular processes.

6. Quorum and Voting. Four members of the full Executive Board shall constitute a quorum for the transaction of any business. Except as otherwise provided in these Bylaws, the vote of the majority of the Executive Board Officers present at the time of the vote, if a quorum is present at such time, shall be the act of the Executive Board. If at any meeting of the Executive Board there shall be less than a quorum present, the Executive Board Officers present may adjourn the meeting until a quorum is obtained. Approval of a transaction in which one or more Executive Board Officers have an adverse interest, and disclose this interest and recuse themselves from a vote as necessary, shall require a majority, not less than two, of the disinterested Executive Board Officers present, even though less than a quorum.

7. Meetings. Unless otherwise indicated, the Advisory Board, which includes members of the Executive Board, shall hold one annual meeting during the Conference on College Composition and Communication and one biennial meeting at Feminisms and Rhetorics, both in real time and both open to all constituents. The meetings will be scheduled by the President, and Executive Board Officers will be notified by mail, telephone, e-mail or fax no less than two weeks in advance of the meeting. Special meetings of the Executive Board may be called by or at the request of the President or any three Executive Board Officers and may be held at appropriate times either electronically or during the conferences/meetings of the Rhetoric Society of America, the International Society for the History of Rhetoric, the Speech Communication Association, the Modern Language Association, and/or other suitable organizations. Notice must be given at least one week in advance by any usual means of communication to each member of the Executive Board, and any action taken at a special meeting shall be voidable upon a failure to obtain acknowledgment of receipt of notice from any member of the Executive Board. Such notice need not specify the purpose for which the meeting is called. Meetings may be held at any time without notice if all the Executive Board Officers are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing. Action on specific items can be taken by the Executive Board by a mail ballot, or by similar usual means of communication, signed by a majority of the full Executive Board, except as otherwise provided in these Bylaws. Roberts Rules of Order, as last revised, shall govern all meetings of the Executive Board, the Advisory Board, and the meetings of the entire membership of the Corporation. Attendance at meetings by the Executive Board and Advisory Board is expected; meetings are also open to any general membership who wishes to attend.

8. Participation Other Than in Person. Any one or more Executive Board Officers and/or Advisory Board Members may participate in a meeting of the Executive Board by means of a conference telephone or similar device that allows all persons participating in the meeting to hear each other, and an Executive Board Officer or Advisory Board Member who participates by such means shall be deemed present in person at such meeting.

9. Waiver of Notice. Any Executive Board Officer or Advisory Board Member may waive notice of any meeting. The attendance by an Executive Board Officer or Advisory Board Member at a meeting shall constitute a waiver of notice of such meeting, except where an Executive Board Officer or Advisory Board Member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Failure of an Executive Board Officer or Advisory Board Member who did not attend a meeting held without proper call or notice to file with the Secretary of the Corporation her/his written objection to the holding of the meeting or to any specific action taken promptly after having knowledge of the action taken and of the insufficiency of notice shall constitute

ratification of the action taken at the meeting.

10. Informal Action by Executive Board Officers and/or Advisory Board Members.

Any action that is required or permitted to be taken at a meeting of the Executive Board or the Advisory Board may be taken without a meeting if the action is taken by all Officers or Members, as applicable, or by a majority vote of the Officers or Members if all Officers or Members were given notice of the pending action and an opportunity to vote. The action must be evidenced by one or more written resolutions signed by each Executive Board Officer or Advisory Board Member, as applicable, before or after such action, describing the action taken, and that Officer or Member's vote., Such resolutions shall be included in the corporate minutes or filed with the corporate records. Action taken as provided in this Section is effective when the last Executive Board Officer or Advisory Board Member, as applicable, signs the resolution, unless the resolution specifies a different effective date. A resolution signed pursuant to this Section has the effect of a meeting vote and may be described as such in any document.

11. Presumption of Assent. An Executive board Officer or Advisory Board Member who is present at a meeting of their respective Board when corporate action is taken shall be deemed to have assented to the action taken unless that Officer or Member objects at the beginning of the meeting (or promptly upon that Officer's or Member's arrival) to holding it or transacting business at the meeting, unless that Officer's or Member's dissent or abstention from the action shall be entered in the minutes of the meeting or unless that Officer or Member shall file written notice of dissent or abstention to such action with the presiding officer of the meeting before the adjournment thereof or with the Corporation immediately after adjournment of the meeting. Such right of dissent or abstention shall not apply to any Officer or Member who voted in favor of the action taken.

12. Committees.

*Ad Hoc Committees:* The Executive Board, with the consent of the Advisory Board, may create committees which shall have and may exercise such powers as conferred or authorized by the resolutions creating them. The Executive Board President shall oversee the appointment of the chairpersons of all committees as consistent with the Corporation's policies and procedures. Wherever possible and advisable, committees shall be comprised of a mix of Advisory Board members and general membership. Committees shall report regularly to the Executive Board.

*Standing Committees:* Standing Committees are established to take responsibility for programs and activities of a long-standing nature. The organization's Standing Committees include

The Conference Committee.

The Conference Committee shall have as its goal to actualize antiracist, inclusive, accessible, affordable conferencing practices for the Feminisms and Rhetorics Conference and to create opportunities for information sharing and structural support that recognizes the labor involved in hosting the Feminisms and Rhetorics Conference and enables streamlined, consistent labor practices across conferences. The President, in consultation with the Executive Board, shall appoint members to the Conference Committee, keeping in mind the following guidelines.

To the extent possible, Conference Committee members should serve for 3-year, staggered terms to ensure continuity.

Membership on the Conference Committee should represent the variety of

organization members who participate in the Feminisms and Rhetorics Conference and should include, whenever possible,

- one representative from a past Feminisms and Rhetorics site hosting team,
- one graduate student,
- one non-tenure track faculty member,
- one tenure-track faculty member,
- one member of a future/potential Feminisms and Rhetorics site hosting team,
- one member of the Executive Board.

These membership roles can overlap. For instance, the tenure-track member might also be a member of the Executive Board, or the non-tenure track member might also be a future Feminisms and Rhetorics site hosting team member.

The Committee on Graduate Student Engagement.

The Committee on Graduate Student Engagement shall have as its goals the promotion of existing opportunities for graduate students within the organization, the cultivation of new opportunities that reflect the diversity of interests and backgrounds among graduate student members of the organization, and tracking graduate student participation/engagement in the organization.

The Committee on Graduate Student Engagement shall be co-chaired by the Graduate Student Representative on the Executive Board and a faculty member of the Advisory Board. The President, in consultation with the Executive Board, shall solicit a faculty volunteer from the Advisory Board to serve as co-chair and shall identify at least 3 volunteers from among the organization's membership, including graduate students, to complete the committee's roster.

With the exception of the Advisory Board Member co-chair, members of the Committee on Graduate Student Engagement shall serve 2-year terms, which can be renewed for one additional 2-year term. To ensure continuity, the Advisory Board Member co-chair shall serve a 3-year term, which can be renewed for one additional 3-year term.

13. Limitations of Delegation. In accordance with Section 55A-8-25(e) of the North Carolina Nonprofit Corporation Act, the Executive Board may not delegate to any committee the following powers:

- a) To authorize distributions;
- b) To approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets;
- c) To elect, appoint or remove Officers, or fill vacancies on the Executive Board or on any committees of the Executive Board; and
- d) To adopt, amend or repeal the articles of incorporation or bylaws of the Corporation.

14. Compensation of Executive Board Officers, Advisory Board Members and Committee Members. Executive Board Officers, Advisory Board Members and/or committee members shall not be compensated for their service except for reimbursement of reasonable expenses expended on behalf of or in service to the Corporation and which have been approved



in advance by the President or the Executive Board, and only as allowed by law.

15. Limitations of Participation of Executive Board Officers and Advisory Board Members. The following apply to the activities of the organization:

- a) The chair and membership of the awards committees for any of the Coalition awards are not eligible for said awards.
- b) To ensure that the Coalition's annual CCCC SIG sessions continue to involve a diversity of Coalition members, especially new, emerging, and/or junior scholars, participation by Advisory Board members (regular and Ex Officio) shall be limited to no more than one-quarter of presenters at those sessions, excepting special circumstances (e.g., anniversary panels, panels discussing the history of the Coalition, etc.). The session organizer (typically the CFSHRC President) will work to ensure this standard, however the sessions are organized (e.g., by application, by invitation), but, in any one year, may need to adjust accordingly.

## **ARTICLE IV - Officers**

1. Officers. The Officers of the Corporation shall consist of the Immediate Past President, President, Vice-President, Treasurer, Secretary, Member at Large, and such subordinate officers as the Executive Board may appoint or authorize the President to appoint. Any Two or more offices may be held by the same person, but no Officer may act in more than one capacity where action of two or more officers is required. All Officers shall be chosen from the existing Advisory Board.

2. Election and Term of Office. The Nominating Committee shall nominate the Officers of the Corporation to the Executive Board and they shall be elected by a majority of the Advisory Board every two years. Each Officer shall hold office for two years or until their death, resignation, retirement, removal or disqualification or until their successor has been elected and qualified. Removal occurs by vote of the Executive and Advisory Boards, and not through private inurement.

3. Resignation. An Officer may resign at any time by communicating such officer's resignation to the Corporation. A resignation is effective when it is communicated, unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Executive Board, with the assent of the Advisory Board, may fill the pending vacancy before the effective date if the Executive Board provides that the successor does not take office until the effective date.

4. Vacancies. The term of office of any Officer shall terminate upon April 15 following the election and qualification of a successor or upon the effective date of his or her resignation submitted in writing to the Secretary of the Executive Board, upon their death, or upon a vote of two-thirds of the full Executive and Advisory Boards to remove them from office if in their judgment the best interests of the Corporation will be served thereby. Any vacancy among the Officers shall be filled by the Executive Board, with the assent of the Advisory Board, by election at any regular meeting.

5. President. The President shall chair the Annual Meeting and other meetings of the

Executive Board and shall perform the following duties and responsibilities:

- a) appoint the chairpersons of all Executive Board committees and serve as liaison among the Corporation's Executive Board, its Advisory Board, its committees and the staff;
- b) maintain liaison as needed with foundations supporting the Corporation and other potential funding sources;
- c) facilitate and coordinate the Executive Board's discharge of its responsibilities as set forth in the Bylaws and by Executive Board resolutions, with the assent of the Advisory Board; and
- d) assume such other responsibilities as provided in the Corporation's Bylaws or may be directed by the Executive Board.

6. Vice-President. The Vice-President shall have such powers and perform such duties as the Advisory Board may prescribe or as the President may delegate, provided that the Vice-President shall sit in the stead of the President in their absence. In addition, the Vice-President presents the Advisory Board Members with the annual slate of Advisory Board membership for acceptance as outlined in Article III, Section 4.

7. Treasurer. The Treasurer shall have custody of all funds, securities and assets of the Corporation, reporting at each meeting on the status of the Corporation's receipts and disbursements; preparing or causing to be prepared a true statement of the Corporation's assets and liabilities within a reasonable time after the close of each fiscal year; and making financial information available to Executive Board Officers, Advisory Board Members and to the public. The Treasurer also maintains the organization's tax exempt status. The Treasurer shall have other responsibilities as the Executive Board may prescribe.

8. Secretary. The Secretary shall keep minutes of all meetings of the Executive Board and Advisory Board, including all votes and resolutions adopted; the recording of all Corporate documents and records; the issuing of notices for the Annual meeting and for other meetings of the Executive and Advisory Boards; and the filing of all reports required by governmental authorities. The Secretary shall have other responsibilities as the Executive Board may prescribe.

In the absence of the Treasurer or Secretary or in the event of their death, inability or refusal to act, the Vice-President, unless otherwise determined by the Executive Board, shall perform the duties of either office, and when so acting shall have all the powers of and be subject to all the restrictions upon the offices.

9. Other Officers. The duties and terms of office of any Officer appointed pursuant to Section I of this Article shall be specified by the Executive and Advisory Boards or by the President if so authorized by the Executive and Advisory Boards. The Immediate Past-President serves as the Chair of the Nominating Committee as outlined in Article III, Section 4. The sixth member of the Executive Board, the at large member, is chosen from the Advisory Board and elected by the Advisory Board for two years with the possibility of serving more than one term of office, serving on the Executive Board with full rights and privileges.

10. Compensation of Officers. Pursuant to Article III, Section 14, no Officer may receive any compensation, except as reimbursement for reasonable expenses expended on behalf of or in service to the Corporation and authorized in advance by the Executive Board.

## **ARTICLE V - Indemnification of Executive Board Officers, Advisory Board Members, and Others.**

1. Statement of Intent. The Corporation shall indemnify the Executive Board Officers, the Advisory Board Members, and the Indemnified Officers to the maximum extent permitted by the Act.

2. Indemnification. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the Corporation shall indemnify and hold harmless its Executive Board Officers, Advisory Board Members, and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the Corporation itself) arising out of their status as Executive Board Officers, Advisory Board members or officers; provided, however, that the Corporation shall not indemnify an Executive Board Officer, Advisory Board Member, or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the Corporation. The Corporation shall also indemnify each Executive Board Officer, Advisory Board Member, and Indemnified Officer for his or her reasonable costs, expenses and attorney's fees incurred in connection with the enforcement of the right to indemnification granted herein, if it is determined in accordance with Section 4 of this Article V that the Executive Board Officer, Advisory Board Member or Indemnified Officer is entitled to indemnification hereunder.

The Executive Board shall have the authority to adopt such resolutions pertaining to the implementation of this Section 3 of this Article V as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Section 3 of this Article V, provided and to the extent such resolution does not violate any provision of the Act or the Articles of Incorporation. This Article V, Section 3 shall be construed in a manner to fully effect the purpose and intent of the resolution of the Executive Board Officers approving and adopting this provision.

3. Determination. Any indemnification under Section 3 of this Article V shall be paid by the Corporation in a specific case only after a determination that the Executive Board Officer, Advisory Board Member, or Indemnified Officer has met the standard of conduct set forth in Section 3 of this Article V. Such determination shall be made:

- a) by the Executive Board by a majority vote (either in person or electronically) of a quorum consisting of the members thereof not at the time parties to the Proceeding;
- b) if a quorum cannot be obtained under Section 4(a), by a majority vote of a committee duly designated by the Executive Board (in which designation members thereof who are parties to the Proceeding may participate), consisting solely of two or more members of the Executive Board not at the time parties to the Proceeding;
- c) by special legal counsel (i) selected by the Executive Board or a committee thereof in a manner prescribed in Section 4(a) or (b); or (ii) if a quorum of the Executive Board cannot be obtained under Section 4(a) and a committee cannot be designated under Section 4(b), selected by a majority vote of the full Executive

Board (in which selection members thereof who are parties in the Proceeding may participate).

The Executive Board shall take all such action as may be necessary and appropriate to enable the Corporation to pay the indemnification required by this Article V.

4. Advances for Expenses. The Expenses incurred by an Executive Board Officer, an Advisory Board Member, or an Indemnified Officer in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding as authorized by the Executive Board in the specific case upon receipt of an undertaking by or on behalf of the Executive Board Officer, Advisory Board Member, or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation against such Expenses. Subject to receipt of such undertaking, the Corporation shall make reasonable periodic advances for Expenses pursuant to this Section 5, unless the Executive Board shall determine, in the manner provided in Section 4 of this Article V and based on the facts then known that indemnification under this Article V is or will be precluded.

5. Reliance and Consideration. Any Executive Board Officer, Advisory Board Member, or Indemnified Officer who at any time after the adoption of this Article V serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article V. No amendment, modification or repeal of this Article V shall adversely affect the right of any Executive Board Officer, Advisory Board Member, or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

6. Insurance. The Corporation may purchase and maintain insurance on behalf of its Executive Board Officers, Advisory Board Members, officers, employees and agents against any liability asserted against or incurred by such person in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article V or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any Executive Board Officer, Advisory Board Member, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article V shall relieve the Corporation of its liability for indemnification provided for in this Article V or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Corporation with respect to such payment.

The Corporation may be required to maintain a general liability insurance policy and a Officers and Officers insurance policy in a manner and in an amount set by the current Executive Board.

7. Savings Clause. If this Article V or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the Corporation shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this Article V that is not invalidated and also to the fullest extent permitted or required by applicable law.

## **Article VI. Membership**

1. Qualifications. Membership in the Corporation is open to those interested in feminist research in the history of rhetoric and composition. The Corporation welcomes members regardless of race, creed, gender status, sexual orientation, national origin, socioeconomic status, or disability.

2. Dues. The Executive Board may determine from time to time, the amount of any annual dues payable to the Corporation by members, which amount the Advisory Board approves with a majority vote. Dues shall be payable on the first day of the membership calendar. Dues shall be used for the day-to-day running of the Corporation as well as for any special activities undertaken by the Corporation.

3. Resignation. Any member may withdraw from the Corporation by not renewing their annual membership. Resigning members shall not be entitled to a refund of any dues paid prior to resignation.

4. Suspension or Expulsion. A member may be suspended for a period or expelled for cause such as violation of any of the bylaws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by 2/3 vote of the Membership of the Advisory Board, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at their last recorded address at least 15 days before final action is taken on the charges; this statement shall be accompanied by a notice of the time when and place where the Executive Board is to take action on the charges. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice, prior to the Board taking any action. Suspended or expelled members shall not be entitled to a refund of any dues paid prior to suspension and/or expulsion.

## **VII. Miscellaneous Provisions**

1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January each year and shall end on the 31st of December of that same year, unless otherwise determined by the Executive Board with the assent of the Advisory Board.

2. Exempt Activities. Notwithstanding any other provision of these bylaws, no Executive Board Officer, Advisory Board Member, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

3. Amendments to the Bylaws. The Bylaws may be altered, amended or repealed and new Bylaws adopted upon the vote of two-thirds of the members of the Advisory Board present and voting at a duly constituted meeting, provided that notice of such proposed action, including

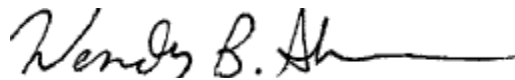
the content thereof, be included in the call for the meeting.

4. Financial Controls. Each Officer must have the approval of two other Officers before spending any amount over \$500.00, and the approval of a majority of the Advisory Board for any amount over \$1,000.00. The approval may be obtained by e-mail or electronic vote, with a printed copy of the correspondence to be kept with the Corporation's financial records. The proposed expenditure shall be deemed to have received the prior approval of the Executive and Advisory Boards if and to the extent that it is included in the operating budget for the then current fiscal year. The exception is the \$2000 seed money given to the Feminisms and Rhetorics conference organizers.

5. Control of Articles of Incorporation. If there is a conflict between these Bylaws and any of the provisions of the Articles of Incorporation, the Articles of Incorporation shall control.

6. Prohibited Activities. Notwithstanding any other provision of these Bylaws, no representative of Corporation shall take any action not permitted under 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code.

I, Wendy Sharer, the duly elected, qualified and acting President of The Coalition of Feminist Scholars in the History of Rhetoric and Composition, do hereby certify that the foregoing are the Bylaws of The Coalition of Feminist Scholars in the History of Rhetoric and Composition, adopted by the Executive Board by action taken as of the **9 day of March, 2022.**



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Wendy Sharer, President