

# Bylaws

## of the Association for the Advancement of Baltic Studies, Inc.

As amended to date 02/26/14

### ARTICLE I, THE USE OF NAME

**Section 1:** The name The Association for the Advancement of Baltic Studies, Inc. is the official designation of the Association.

**Section 2:** The Board of Directors may authorize the use of other names and designations for the identification of the Association's programs or projects.

### ARTICLE II, SPECIFIC PURPOSES

**Section 1:** The Association promotes the organization of interested scholars to increase the quality of research in Baltic studies.

**Section 2:** The Association sponsors meetings and conferences for the exchange of professional views and the evaluation of research in Baltic studies.

**Section 3:** The Association supports the dissemination of research and other information about Baltic studies.

**Section 4:** The Association encourages any other support and recognition of Baltic scholars and studies to help develop increased competence in intra-regional, cross-disciplinary and specialized Baltic studies.

### ARTICLE III, SCOPE

**Section 1:** For the purposes of the Association, Baltic studies are defined as the research, teaching, and writing in any academic discipline with regard to the Estonian, Latvian, or Lithuanian peoples, or the Baltic area in general.

**Section 2:** While the Association helps develop better public understanding and appreciation of Baltic issues, it seeks neither to influence any legislation nor to organize public opinion.

### ARTICLE IV, MEMBERSHIP

**Section 1:** The main criterion of eligibility for membership is an interest in Baltic studies. Any person with such an interest and who is in agreement with the objectives of the Association may apply for membership using an official form and tendering payment for current year's dues.

**Section 2:** Classes of members, including honorary members, their dues, if any, and the conditions and terms of their qualification shall be determined from time to time by the Board of Directors.

**Section 3:** A Fellow is a member who holds at least a Master's degree, or equivalent, from a college or university.

**Section 4:** A member who is not a natural person may designate a natural person to receive an Association's membership. Except for a waiver of dues, such natural person must qualify for membership as prescribed in the Bylaws.

### ARTICLE V, MEMBERSHIP RIGHTS

**Section 1:** All members (other than honorary members) have full voting rights.

**Section 2:** All members are entitled to receive notices of Association's meetings and other publications as may be issued for the information of members.

**Section 3:** While any member may be appointed to serve on special assignments, only a Fellow may be elected to hold an Association's office.

**Section 4:** Any member whose conduct is inconsistent with the objectives and standards of the Association may be suspended by the Board of Directors after opportunity has been given the member for a hearing before the Board of Directors, and after due notice given may be expelled from the Association by a majority vote of members voting at the next annual meeting of the Association. No member or officer is individually liable for the debts, contracts or other obligations of the Association, other than his/her dues paid for the membership.

### ARTICLE VI, MEETINGS

**Section 1:** The bi-annual meeting of the members is held in conjunction with the conference of the Association or at a place within or without the State of New York as the Board of Directors from time to time determines on such day in the months of May or June or at such other time as the Board of Directors designates in accordance with the laws of New York State. Notice of the time, place and purpose or purposes of the annual meeting or any special meeting of the members is given to each person who appears on the books of the Association as a member personally or by mail not less than thirty nor more than fifty days before the date of the meeting, or otherwise as provided by law. At any meeting of members the presence of one hundred members or one-tenth of the total number of members, whichever is lesser, in person or by proxy is necessary

to constitute a quorum for all purposes except as otherwise provided by law. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified. For the purposes of this Section 1 the word "member" shall not include honorary members.

**Section 2:** At the annual meeting, reports on activities of the preceding year, pending or continuing problems, and other matters of interest are presented by the Association's officers. These reports include a report on membership status, a report on the financial affairs and a report on publications.

## **ARTICLE VII, ADMINISTRATION**

**Section 1:** The Board of Directors is composed of the following elected officers: The President; the President-Elect; Vice President-Professional Development; Vice President-Conferences; Vice President-Publications; Secretary; Treasurer; Director-at-Large; Student Representative. Board members must be members of the Association.

**Section 2:** The Board of Directors meets at least once annually at such time and place as the President may determine. Five of nine directors constitute a quorum.

**Section 3:** Members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 4:** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if two thirds members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

**Section 5:** The President is the chief executive officer of the Association, performing all duties required by the Constitution and Bylaws, or, if not specified, those approved by the Board of Directors. Following his or her term the President becomes the Director-at-Large.

**Section 6:** The President-Elect aids the President in the carrying out of his/her duties in a coordinated effort to provide a continuity of Association's administration. He/she acts in the absence or during the disability of the President, notifying the President immediately upon his/her return of actions taken in his/her name. He/she automatically succeeds to the Presidency at the end of the two year term following his/her election to the office of the President-Elect.

**Section 7:** The Vice President-Professional Development coordinates and facilitates scholarly activities to develop Baltic Studies, especially in the Baltic states.

**Section 8:** The Vice President-Conferences plans and organizes conferences for the exchange of research findings and professional views.

**Section 9:** The Vice President-Publications plans and directs the Association's publications program. In addition to the Association's own publications, he/she aids the publication of Baltic studies through other media.

**Section 10:** The Secretary prepares comprehensive meeting minutes and assists the executive office with correspondence, records, and elections while serving on committees as necessary.

**Section 11:** The Treasurer prepares the annual budget, makes authorized investments, supervises collections and disbursements of funds, and maintains proper accounting records. He/she prepares and presents the financial reports of the Association. (The Administrative Executive Director may add or drop signers for financial accounts and serve as acting secretary for the purposes of bank transactions.)

**Section 12:** The Director-at-Large serves as the Chairperson of the Nominating Committee and performs other duties as specifically requested by the Board of Directors.

**Section 13:** The Board of Directors may appoint one or more Executive Directors, including Associate and Assistant Executive Directors, and grant them such authority as the Board may from time to time determine.

**Section 14:** The Nominating Committee consists of at least three members of the Association, including the elected Chairperson (Director-at-Large) and at least two other members selected by the Chairperson. When available, Past Presidents should be preferred for this service. The President and the President-Elect are ex-officio members of the Nominating Committee.

**Section 15:** The Nominating Committee nominates biennially at least one Fellow for each elective position to be filled on the Board of Directors. Any group of ten or more members may also make such nominations. Nominations include biographical data and a statement by each proposed candidate about his/her willingness and availability to serve if elected.

**Section 16:** The election procedures generally include the following steps: The composition of the Nominating Committee is reported to the Secretary-Treasurer by November 1 preceding the election. The nominations by the committee and member groups of ten members or more are reported to the Secretary-Treasurer by

February 1. Additional nominations may be made by such member groups during the month of February. The Secretary Treasurer mails election materials to members of record not less than ten nor more than fifty days before the date of the election. The term of office of directors, unless otherwise provided, shall be two years and shall begin on July 1 of the year of election. Failure to adhere to these procedures does not void otherwise valid elections.

**Section 17:** Any vacancies occurring on the Board of Directors for any reason may be filled by vote of a majority of the directors then in office regardless of their number.

**Section 18:** The Association shall provide for the publication of a periodical Journal of Baltic Studies, and may provide for other publications as the Board may from time to time determine. The Editor of the Journal shall be appointed by the Board of Directors for a term of five years and shall be eligible for reappointment or extensions of the appointment. The Editor shall appoint the Editorial Board, determine the editorial policy of the Journal, and report to the Board of Directors at least once a year.

**Section 19:** The Board of Directors may create regional committee and/or branch offices as it may from time to time deem desirable. The Association's members in that region may elect Committee members or the Board of Directors may appoint such members to the regional Committee as the Board shall from time to time determine. The members of any such committee shall serve at pleasure of the Board. Such regional committee and branch offices, especially in the Baltic states, shall have such duties and such powers as may be assigned to them by the Board.

**Section 20:** The Board of Directors may create such special committees as it may from time to time deem desirable and appoint to such committees such members or other persons (who need not be members of the Board) as the Board shall from time to time determine. The members of any such committee shall serve during the pleasure of the Board. Such committees shall have such duties and such powers as may be assigned to them by the Board provided that there is no objection by a majority of the general membership.

## **ARTICLE VIII, CONTROL AND DISPOSITION OF ASSETS**

**Section 1:** The Board of Directors may, to facilitate progress toward the Association's objectives, affiliate the Association with other appropriate nonprofit organizations provided that there is no objection by a majority of the general membership.

### **Section 2.**

There shall be established a special fund to be known as the "Baltic Studies Fund." This Fund shall consist of (a) funds received as a result of fund raising drives for the Fund, (b) contributions and bequests received which have been designated by the donors or testators for the Fund, and (c) such other funds as the Board of Directors may from time to time allocate to the Fund. The Fund shall be managed and administered as the Board shall from time to time determine provided that there is no objection by a majority of the general membership.

### **Section 3.**

The income of the Fund, consisting of interest, dividends, and net realized capital gains, shall be used for such purposes as the Board of Directors shall from time to time determine provided that there is no objection by a majority of the general membership.

### **Section 4.**

The principal of the Baltic Studies Fund shall be held, administered and invested as an endowment fund and not be expended for any other purpose unless and until the Association is liquidated or terminated, at which time the principal assets of the Fund shall be transferred to one or more tax exempt organizations whose objectives are similar to and comparable with those of the AABS. The decision to terminate the Fund, and the designation of the organization or organizations to which the assets of the Baltic Studies Fund will subsequently be transferred, shall be made by the favorable vote of at least two thirds of all members of the Association's Board of Directors, subject to approval of the favorable vote of at least two thirds of all members of the Association in the manner described as follows:

A Special Meeting of the Membership shall be called in accordance with the terms of Article VI. Notification of the meeting shall include a detailed discussion of the proposed liquidation and termination of the Association, and the subsequent termination and distribution of the Fund as proposed by the Board of Directors. A favorable vote, in person or by proxy, of at least two thirds of the entire membership in good standing as of the date of the mailing of the notice shall be required for the Fund to be terminated and its assets to be distributed.

### **Section 5.**

The provisions of Section 4 of Article VIII of the Bylaws of the Association may not be amended except by the vote of at least two thirds of both all members of the Board of Directors and all the members of the Association, following a procedure identical to the procedure for approving termination of the Fund in said Section 4.

## **ARTICLE IX.**

### **Section 1.**

These Bylaws, except for Sections 4 and 5 of Article VIII, and Section 1 of Article IX may be changed by the affirmative vote of at least two-thirds of all the members of the Board of Directors, or by procedures available for amending the Constitution as set forth in Sections 2 and 3 of Article IX. Section 4 of Article VIII may only be changed as specified in Section 5 of Article VIII and the same procedure shall apply to amending Section 5 of Article VIII and Section 1 of Article IX.

**Section 2:** Upon receipt of a petition by a group of twenty members or more to change the Constitution or Bylaws, the Secretary-Treasurer mails ballots to members of record within thirty days. The tabulation of voting results is made by the Secretary-Treasurer within thirty days from mailing the ballots, and includes the number of dues paid members voting, and the number of affirmative votes cast.

**Section 3:** Within thirty days of the tabulation, amended Constitution and Bylaws are distributed by the Secretary-Treasurer to the members of the Association.

## **ARTICLE X, PARLIAMENTARY AUTHORITY**

**Section 1:** Procedures adopted by the majority of members present at a properly convened meeting take precedence over other rules of order.

**Section 2:** In the absence of other procedures adopted, the parliamentary authority for the conduct of the Association's business is Roberts Rules of Order, Revised.