

Constitution and By-Laws

Adopted March 30, 1979

Amended April 4, 1986

Revised April 22, 1988

Amended March 27, 1993

Amended March 23, 1996

Amended April 8, 2000

Amended March 13, 2010

Article 1. Name

The name of this non-profit Texas corporation (Charter #448002, incorporated September 18, 1978) shall be "The South-Central Renaissance Conference."

Article 2. Purposes

1. This corporation is designed to become the sole non-profit tax-exempt successor to its parent, the original "South-Central Renaissance Conference," founded in 1951. Accordingly, the purposes as well as the method of governance of the parent shall prevail as fully as Texas corporate law and IRS regulations permit. No officer shall receive remuneration for performing his or her normal duties within the corporation.

2. Like its parent, the corporation is dedicated to the scholarly study of the renaissance, particularly interdisciplinary study. The corporation seeks to assist scholars to a broader view of the period than they would likely obtain from their specialties alone; and to provide members, especially those located in the South-Central states, an opportunity to meet and know scholars of similar interests.

Article 3. Membership

Membership in the corporation, which at the time of incorporation consisted of eleven incorporators, shall be

extended to the entire membership of the parent organization and to those concerned with Renaissance scholarship.

Article 4. Meetings

1. Like its parent, the corporation shall hold annual business meetings during the annual scholarly conference in March or April. The location of such meetings and conferences need be neither at the corporation's registered office in Texas nor at any other place in or out of Texas.

2. The voting members shall constitute a quorum at the annual meeting. By a two-thirds vote they are empowered to amend the constitution and by-laws of the corporation, provided that such amendments have the prior recommendation of the board of directors (otherwise known as the executive committee). By a simple majority vote, the voting members at the annual business meeting are empowered (1) to set dues, (2) to form standing committees as may serve the needs of the corporation, (3) to approve, or add nominations to the slate of officers and directors (members of the executive committee) submitted to the voting members by the nominating committee.

3. All corporation meetings will be conducted according to Robert's Rules of Order.

Article 5. Board of Directors/Executive Committee

The "board of directors," alternatively known as the "executive committee," shall be composed of the president; vice president; executive secretary-treasurer; the immediate past-president, who shall automatically be a member for the year following his or her term of office; the editors of the SCRC journal and newsletter; one representative from each of the independent scholarly organizations approved to meet annually with SCRC, alternatively known as "affiliates"; and six additional members. Representatives from the affiliates shall be designated the official representatives even if other members of the executive committee are officers or members of

the affiliates. Representatives of the affiliates shall be named by each affiliate and confirmed by the nominating committee, and shall serve for terms of three years, so staggered that one representative shall begin a term annually. Staggered terms for official representatives from the affiliates shall be instituted in 2011 as follows: the inaugural representative from the Society for Renaissance Art History shall serve for one year; the inaugural representative from the Andrew Marvell Society shall serve for two years; and the inaugural representative from the Queen Elizabeth I Society shall serve for three years. The six additional members of the executive committee shall be elected at the annual meeting of SCRC on nomination by the nominating committee or from the floor, and serve for terms of three years, so staggered that two members shall be elected annually. Not more than three of the members of the executive committee, including officers, shall represent one institution of learning. This committee shall have the power to determine the time and place of the annual meeting and to authorize the president to conduct any corporation business that may require action between annual meetings, including the power to fill offices that may become vacant.

Article 6. Other Committees

1. There shall be at least three other committees: the program, local, and nominating committees.

2. The program chair shall be appointed annually by the president and shall serve for one year. In consultation with the local committee, with the president of each affiliate, and with appropriate readers in the various disciplines, the program chair shall prepare the scholarly program for the annual meeting. The program chair shall attempt an equitable distribution of places on the program among the several disciplines, affiliates, and institutions represented in the association. Papers offered for reading at the annual meeting will be submitted to the program chair or his or her designate

by a date to be announced by the chair, which shall not be later than thirty days before the annual meeting. The program chair shall invite the president of the appropriate affiliate to name the Louis L. Martz lecturer in accordance with a rotation of affiliates established by the SCRC executive committee. As determined by the executive committee, reasonable travel expenses and honorarium for the Martz lecturer shall be provided by SCRC or by the local committee.

3. The local committee shall consist of a suitable number of members appointed by the inviting authority. They shall serve for the meeting at which their institution is host to the conference. After consultation with the president of the SCRC and the program committee, the local

committee shall select and invite a principal speaker for the conference if one is desired by the local committee and its host institution. It shall house the conference's meetings and make all arrangements on the program other than scholarly papers, discussions, and panels. The host institution shall defray such expenses of the annual meeting as exceed the registration fees collected, including honoraria and the printing of the program. The local committee for the annual conference may collect from members attending whatever registration fee is necessary to defray the cost of the items pertaining to the conduct of the meeting.

4. The chair of the nominating committee shall be the immediate past president, who shall appoint two other committee members. The nominating committee shall prepare a slate of nominees for all elective posts that fall vacant. The committee shall also invite the presidents of affiliates to name representatives to the executive committee, as set forth in Article 5. If the nominations committee deems a representative unsuitable, it shall invite the president of the affiliate name another. The term of the nominating committee shall be for one year after its appointment.

5. By a majority vote at the annual meeting, the corporation may form such other standing committees as may serve the needs of the corporation. Appointment to such committees will be made by the incoming president. Committee members will serve for one year, unless their term is specified otherwise at the annual meeting.

Article 7. Officers

1. The officers of the corporation shall be a president, vice president, executive secretary-treasurer, and registered agent. The duties of the officers are as follows:

2. President: to preside at meetings of the executive committee and at the business meetings of the association; to appoint the program committee, and with the advice and consent of the executive committee to carry on any business that proves necessary between annual meetings.

3. Vice president: in the absence or incapacity of the president to act in his or her place.

4. Executive secretary-treasurer: to perform such duties as usually pertain to this post.

5. Registered agent: to maintain the registered corporate office in the state of Texas and fulfill the duties usually pertaining to this office.

Article 8. Elections

1. Officers and directors shall ordinarily be nominated by the nominating committee, but this method shall not preclude nominations from the floor. The nominations of the committee may be acted on as a whole if there are no other nominations.

2. Elections shall be held at the annual meetings.

3. No president or vice president may succeed himself or herself.

4. President and vice president are elected to one-year terms; executive secretary-treasurer and registered agent to three-year terms.

5. All elective terms commence after the adjournment of the annual meeting.

Article 9. Amendments

On recommendation by the executive committee, the constitution and by-laws of the corporation may be amended at any regular meeting of the association by a vote of two-thirds of the members present, provided that suitable notice of such amendment has been furnished the members prior to the meeting.

Article 10. Dissolution

The corporation shall be dissolved by a vote of two-thirds of the membership in good standing after the matter has been moved and discussed in two consecutive annual meetings. In the event of such dissolution, any remaining assets shall devolve to the Renaissance Society of America, or be distributed in some other way that meets the approval of the membership and is amenable to Texas law and the provisions of the IRS code (Sec. c.3) regarding non-profit organizations.