



AMERICAN ASSOCIATION FOR THE ADVANCEMENT OF SLAVIC STUDIES

8 Story Street • Cambridge, MA 02138 • Tel: 617-495-0677 • Fax: 617-495-0680
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BY-LAWS

ARTICLE I

Members

Section 1. Membership—Membership in the Corporation shall be open to persons who are interested in furthering the purposes of the Corporation as defined in its Certificate of Incorporation. There shall be the following categories of membership: (1) Regular Members, (2) Sustaining Members, (3) Joint Members (from the same family unit), (4) Student Members, and (5) Institutional Members. Additional membership categories may be established by the Board of Directors at its discretion. Members in all categories except Institutional Members shall have a vote.

Section 2. Dues—The annual dues for all categories of membership shall be such sum as may be fixed from time to time by the Board of Directors. If any Member fails to pay dues within three months into the new membership year, that individual shall be dropped from membership. Any person whose membership has lapsed may be reinstated upon payment of dues for the current year.

Section 3. Resignation—Any Member may resign from membership at any time by giving notice of resignation, in writing, to the President or Executive Director of the Corporation.

Section 4. Removal—Any Member may be removed from membership at any time, with or without cause, by a majority vote of the Members of the Corporation at any duly-held Annual or Special Meeting of Members, provided notice of intention to remove such Member shall have been contained in the notice of the meeting.

ARTICLE II

Meetings of Members

Section 1. Annual Meeting of Members—An Annual Meeting of Members shall be held for the transaction of such business as may properly come before the meeting. The Annual Meeting of Members shall normally be held at the national convention of the Corporation, or at such place and time as determined each year by the Board of Directors.

Section 2. Special Meetings—Special Meetings of Members may be called at any time by the Board of Directors. Special Meetings shall be called by the President or Executive Director upon written request to either of the aforementioned Officers by not less than fifteen (15) percent of the Members having the right to vote. Such meetings shall be held within four (4) months of receipt of said number of requests at such time and place as designated by the Board of Directors. Notice of all Special Meetings of Members shall state the time and place thereof, and the purposes for which the meeting is called. Notice of every Special Meeting of Members shall be given to each Member by a written or printed notice signed by the President or Executive Director of the Corporation and served upon each Member by delivering such to the address appearing on the records of the Corporation, or at such other address as may be requested in writing, not less than ten (10) nor more than fifty (50) days before the meeting. No notice of any Special Meeting of Members need be given to a Member provided that a signed Waiver of Notice of the meeting is received from such Member, either before or after such meeting.

Section 3. Quorum—At all meetings of Members, in order to constitute a quorum for the transaction of any business, there shall be present, in person or by proxy, at least 100 Members or 1/10 of the votes entitled to be cast, whichever shall be lesser.



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Section 4. Proxies—At all meetings of Members, any Member, qualified to vote, shall be entitled to vote by proxy. Such proxy shall be in writing and signed by the Member or his attorney-in-fact, but it need not be sealed, witnessed, or acknowledged, and shall be filed with the Executive Director of the Corporation at or before the meeting. No Proxy shall be valid after eleven (11) months from the date of its execution unless it shall be specified therein the length of time it is to continue in force, which shall be for some time period.

Section 5. Parliamentarian—A Parliamentarian may be appointed by the President, to serve for a term of one year or until his or her successor has been appointed. The Parliamentarian shall advise and assist the President in the conduct of any Meetings of Members and shall perform such additional duties as are appropriate to the office.

ARTICLE III

Directors

Section 1. Number and Composition of the Board of Directors—The property, business, and affairs of the Corporation shall be conducted and managed by a Board of Directors, consisting of the following: (a) six (6) elected members, (b) the five (5) Officers of the Corporation as ex officio voting members, (c) two (2) members designated by the Council of Regional Affiliates of the Corporation, (d) one (1) member designated by the Council of Member Institutions, and (e) one (1) member designated by each of the following seven (7) organizations: The American Anthropological Association (AAA), The American Historical Association (AHA), The American Political Science Association (APSA), The American Economic Association (AEA), The American Sociological Association (ASA), The Association of American Geographers (AAG), and The American Association for Teachers of Slavic and East European Languages (AATSEEL).

Section 2. Election and Terms—Two (2) of the six (6) elected members of the Board shall be chosen each year by mail ballot of the Members of the Corporation, to hold office for three (3) years. To ensure balance among these members with respect to disciplines, areas of interest, regions in the United States, and types of institutions, the Nominating Committee shall present two (2) nominees for each vacancy. Additional nominees may be placed on the ballot by a petition signed by at least 35 Members of the Corporation and filed with the Executive Director. Elected members of the Board and those chosen by the Council of Regional Affiliates shall begin their terms on January 1 of the year following their selection; and after completing a term of office they may not serve again until three (3) years have elapsed. The two members designated by the Council of Regional Affiliates and the single member by the Council of Member Institutions shall begin their terms in different years and shall serve for three (3) years each. The seven members designated by disciplinary organizations may be appointed for no more than two consecutive three (3) year terms.

Section 3. Filling of Vacancies—In case of any vacancy or vacancies in the Board of Directors because of death, resignation, removal, the creation of new directorships, or any other circumstance, a Director or Directors to fill such vacancy or vacancies may be elected by a majority of the Directors then in office at any duly-called Meeting of the Board of Directors. The Director or Directors so elected shall, unless sooner displaced, hold such office or offices until the next Annual Meeting and until the successor is elected and qualified.

Section 4. Resignation—Any Director may resign from office as Director by giving notice of resignation in writing addressed to the President of the Corporation at the principal office of the Corporation, or by presenting the written resignation in person at any duly-held Annual or Special Meeting of the Board of Directors.

Section 5. Removal—Any Director may be removed from office as Director at any time, with or without cause, by a majority vote of the Members present, in person or by proxy, at any duly-held Meeting of the Members provided notice of intention to remove such Director shall have been contained in the notice of the meeting.



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Section 6. Executive Committee—The Executive Committee of the Board of Directors shall consist of the President, Vice President, Executive Director, Treasurer, Immediate Past President and such other members as may be designated from time to time by the Board of Directors of the Corporation. The Executive Committee shall exercise, within the intervals between meetings of the Board of Directors, all the powers of the Board of Directors of the Corporation in the management of the affairs of the Corporation. The Executive Committee shall keep full minutes of its meetings and report its actions to the Board within one month and to the Members of the Corporation as soon as possible but no later than six months after an action is taken. Decisions of the Executive Committee may be reviewed by the Board of Directors at the next Board meeting.

ARTICLE IV

Meeting of the Directors

Section 1. Annual Meetings—An Annual Meeting of the Board of Directors shall be held for the election of those Officers the Board is empowered to elect, and for the transaction of such other business as may properly come before the meeting. Such Annual Meetings shall be held at such place and time as determined each year by the Board of Directors.

Section 2. Special Meetings—Special Meetings of the Board of Directors may be called at any time by the Executive Director of the Corporation upon the written request of five (5) Directors, and the notice of any such meeting shall state the time and place thereof, and the purposes for which the meeting is called. Such meeting shall be held at such place and time as designated by the Board of Directors.

Section 3. Notice of Meetings of Directors—Notice of every Annual and Special Meeting of the Board of Directors shall be given to each Director by a written or printed notice signed by the President or Executive Director of the Corporation and served upon each of the Directors by delivering such notice personally, or by mailing, postage prepaid, or by telegraphing, such notice to each Director at the address appearing on the records of the Corporation, or at such other address as may be requested, at least ten (10) days prior to the holding of the meeting. No Notice of any Annual or Special Meeting of the Board of Directors need be given to a Director provided that a written, cabled, or telegraphed Waiver of Notice of the meeting is received from such Director.

Section 4. Quorum—At all meetings of the Board of Directors, in order to constitute a quorum for the transaction of business, there shall be present in person at least a majority of the Directors, including ex officio members of the Board of Directors.

Section 5. Actions of the Board—All actions taken by the Board shall be duly reported to the membership, and shall be subject to reversal (a) by a majority vote of the Annual Meeting of Members, or (b) by a petition signed by at least 100 Members and filed with the Executive Director, provided such reversal is confirmed by a majority vote of Members responding to a mail ballot of the total membership.



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ARTICLE V

Officers

Section 1. Election—The Officers of the Corporation shall be a President, a Vice President, an Executive Director, a Treasurer, and the Editor of the Slavic Review. The Vice President shall be elected annually by the Members of the Corporation and shall be designated President-elect. After serving one year as Vice President, the Vice President becomes President of the Corporation. After one year in the presidency, the President shall be designated Immediate Past President and shall serve an additional year as a member of the Board of Directors and as chairman of the Nominating Committee. The Nominating Committee shall present two nominees for Vice President, each of whom shall be available to serve as an Officer of the Corporation for a three-year period. Additional nominees may be placed on the ballot by a petition signed by at least 35 Members of the Corporation and filed with the Executive Director. The Officers other than President and Vice President shall be elected by a majority vote of the Board of Directors, at any duly-held meeting. Any two or more offices may be held by the same person except the offices of President and Executive Director.

Section 2. Terms of Office—Terms of office of Officers shall begin on January 1 of the year following election. The President and Vice President shall hold office for one year, the Executive Director for five years, and the Treasurer for three years, or until their respective successors shall have been elected and have qualified.

Section 3. Additional Officers—From time to time, the Board of Directors may create such other offices as they deem necessary or advisable to conduct the business and affairs of the Corporation, and elect Officers to fill the same and define their duties and fix the tenure of their office.

Section 4. Duties of Officers—The Officers of the Corporation shall have the usual powers and shall perform the usual duties of their offices and shall, in addition, perform such other duties as shall be assigned to them from time to time by the Board of Directors.

Section 5. Vacancies—If any office shall become vacant by reason of death, resignation, removal, or otherwise, the Board of Directors shall elect a successor to hold such office for the unexpired term.

Section 6. Resignation—Any Officer may resign from office at any time by giving notice of resignation in writing to the President or Executive Director of the Corporation.

Section 7. Removal—Any Officer may be removed from office at any time, with or without cause, by the Board of Directors at any duly-held meeting by a majority vote.

Section 8. Compensation—The compensation to which the Officers of the Corporation may be entitled for their services shall be fixed from time to time by the Board of Directors.



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ARTICLE VI

Indemnification of Directors, Officers, and Employees

Any person made a party to any action, suit, or proceeding by reason of the fact that he or she, his or her testator or intestate is or was a Director, Officer, or employee of the Corporation or of any Corporation which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall finally be adjudged in such action, suit, or proceeding that such Director, Officer, or employee is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer, or employee may be entitled apart from the ARTICLE VI hereof.

ARTICLE VII

Contracts, Checks, and Notes

Section 1. Contracts—The Board of Directors shall have power to authorize the making and execution on behalf of the Corporation of any lawful contracts.

Section 2. Checks and Notes—All checks, drafts, bills of exchange, promissory notes, and other negotiable instruments of the Corporation shall be signed by such Officers or agents of the Corporation as may be designated by the Board of Directors.

ARTICLE VIII

Seal

The Seal of the Corporation shall be circular in form with the words and figures "AMERICAN ASSOCIATION FOR THE ADVANCEMENT OF SLAVIC STUDIES, INC., CORPORATE SEAL, 1948, NEW YORK."

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall commence on the first day of July in each year and end on the following thirtieth day of June.

ARTICLE X

Affiliates

Section 1. Regional Affiliates of the Corporation may be organized pursuant to authorization of the Board of Directors, by not less than twenty-five (25) Members residing or conducting their professional activities in any city or area within or outside the United States. Affiliates may adopt their own By-Laws not inconsistent with the Certificate of Incorporation or the By-Laws of the Corporation.



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Section 2. No Affiliates shall have the power to incur any financial or other obligations in the name of or on behalf of the Corporation, and no Affiliate shall have the power to adopt any resolution in the name of or on behalf of the Corporation without the prior approval in writing of the Board of Directors of the Corporation.

Section 3. Council of Regional Affiliates—A Council of Regional Affiliates shall be organized composed of one member designated by each of the Regional Affiliates of the Corporation.

Section 4. Other organizations desiring to be affiliates with the Corporation may be recognized as affiliates if the Board of Directors approves.

ARTICLE XI

Committees

Section 1. The Board of Directors may establish such committees as may be necessary for the conduct of the Corporation's affairs. Such committees shall be established as either standing committees or ad hoc committees.

Section 2. Committee Membership—The Executive Committee shall serve also as a Committee on Committees, advising the President as to the establishment, abolition, and composition of standing and ad hoc committees. All committee members shall be appointed by the President subject to approval by the Board of Directors.

Section 3. Standing Committees—Standing Committees of the Corporation include the following: Bibliography and Documentation Committee, Education Committee, Finance Committee, Honors and Awards Committee, Council of Member Institutions, Language Training Committee, Membership Committee, Nominating Committee, and Committee on the Slavic Review.

Section 4. Nominating Committee—The Board of Directors shall elect annually two members of the Nominating Committee from among Members of the Corporation. The third member and Chair of the Nominating Committee will be the Immediate Past President.

ARTICLE XII

Publications

The Corporation shall publish the Slavic Review, the AAASS Newsletter, and such other regular or occasional publications as the Board of Directors deems necessary in the promotion of the Corporation's objectives.

ARTICLE XIII

Political Questions and Corporation Positions

The Corporation shall not support political candidates or parties. It shall not take positions on matters except those concerned directly with the purposes of the Corporation as defined in its Certificate of Incorporation. Such positions concerned directly with the purposes of the Corporation may be taken only by the Board of Directors or by the Executive Committee acting in its stead, and only insofar as the positions are permitted by the Certificate and do not endanger the Corporation's status under Federal Tax Law.



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ARTICLE XIV

Amendments

Section 1. Amendment by Members—These By-Laws may be altered, amended, or repealed by a majority vote of the Members present, in person or by proxy, at any duly-held Annual or Special Meeting of Members, provided the quorum requirement of Article II Section 3 is met, and the proposed alteration, amendment, or repeal shall have been set forth in the notice of the meeting; in addition, the alteration, amendment, or repeal subsequently must be approved by a majority of those Members voting in a mail ballot with appropriate deadlines for receipt of ballots announced in advance. The process of amending (altering, repealing) the By-Laws may be initiated by Members in the following ways: 1) making a motion to that effect from the floor during a membership meeting, if that motion then is seconded and approved by a majority of the members present and voting (so long as the meeting is quorate); the sponsor of the amendment then provides a written statement of the proposal to the AAASS Executive Director for inclusion in the notice of the next membership meeting; or 2) by presenting to the AAASS Executive Director a petition signed by at least 100 members in support of a proposal to amend, alter, or repeal the By-Laws. All alterations, amendments, and repeals, if approved by majority vote at a duly held Annual or Special Meeting of Members, may then be submitted for approval by mail ballot.

Section 2. Amendment by Directors—Subject to subsequent ratification of a majority of those Members voting in a mail ballot, these By-Laws may be altered, amended, or repealed by a majority vote of all the Directors of the Corporation, at any duly-held Annual or Special Meeting of the Board of Directors, provided the proposed alteration, amendment, or repeal shall have been set forth in the notice of the meeting. Notice of any such amendment approved by the Board of Directors shall be sent to all Members of the Corporation.