

# CONSTITUTION

## I. Name

The name of this organization shall be Association for Spanish and Portuguese Historical Studies, Inc.

## II. Nature and Purpose

Section 1. The Association for Spanish and Portuguese Historical Studies, Inc. is formed exclusively for literary and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. Specifically, the Association shall promote interest in the scholarly study of Spain and Portugal through History and the related disciplines.

Section 2. In order to promote interest in the scholarly study of Spain and Portugal, the Association shall:

- a) sponsor an Annual Conference (which shall include the Business Meeting of the membership of the Association) during the month of March or April, with the provision that at any Business Meeting, the membership may authorize the Executive Committee to cancel the Annual Conference and Business Meeting for the following year.
- b) publish a *Bulletin* no less frequently than twice a year; and
- c) take such other actions as may be deemed appropriate in order to promote scholarly interest in Spain and Portugal.

## III. Membership

Section 1. Membership in the Association shall be granted to all persons who are interested in the scholarly study of Spain and/or Portugal who pay such annual dues as may be established.

Section 2. Membership in the Association confers the following rights and benefits:

- a) to attend and vote at the Business Meetings of the Association;

- b) to attend all conferences sponsored by the Association, upon payment of any such fees as may be established for attendance;
- c) to vote in all elections of the Association;
- d) to run for office of the Association for which the member may be qualified; and
- e) to receive the *Bulletin* of the Association, and upon payment of any fees which may be established, to receive any other publication of the Association.

#### IV. Officers

##### Section 1. Officers named

The officers of the Association shall be the General Secretary, Vice General Secretary, the Membership Secretary/Treasurer, the Editor of the *Bulletin*, the Web Site Editor, and members of the Executive Committee. The Executive Committee shall name such subordinate officers as it may deem necessary or as the by-laws may require.

##### Section 2. Term of Office

All officers of the Association shall be elected to a two-year term, and shall serve until their successors are elected and qualify. The Vice General Secretary shall serve a one-year term prior to taking office as General Secretary. Except for the Editor of the *Bulletin*, officers are scheduled to take office during the Annual Conference, at the conclusion of the Business Meeting or the banquet, whichever is later. The Editor of the *Bulletin* takes office on July 1 of odd-numbered years. In the event that the Annual Conference is cancelled (pursuant to Article II, Section 2 (a) of this constitution) officers other than the Editor of the *Bulletin* shall take office on April 15 of that year.

##### Section 3. General Secretary and Vice General Secretary:

- a) The General Secretary shall assume office in even-numbered years after serving one year as Vice General Secretary. In the event that the Vice General Secretary is unable to assume office as General Secretary, a General Secretary shall be elected by the membership;
- b) The General Secretary shall chair the Executive Committee. In addition, he/she shall be charged, in general, with the executive responsibility for conducting the business of the Association, within bounds set by the Executive Committee and the membership. The Vice General Secretary shall have no specific duties but shall

preside in the absence of the General Secretary and shall be a member *ex officio* of the Executive Committee.

- c) The Vice General Secretary shall be elected by the membership in odd--numbered years and will assume office as General Secretary in the next even--numbered year following his or her election.
- d) The General Secretary shall be an *ex officio* member of all committees, except the Nominating Committee.

#### Section 4. Membership Secretary/Treasurer:

- a) The Membership Secretary/Treasurer shall be appointed by the Executive Committee.
- b) The Membership Secretary/Treasurer shall be responsible for receiving dues payments, maintaining the membership records of the Association, and carrying out whatever other activities may be appropriate to the office. This officer, like the General Secretary, shall have signing authority on all bank accounts and may write checks as authorized by the General Secretary. The Membership Secretary/Treasurer shall assist the General Secretary in preparing the annual financial statement and IRS documents and shall supervise the endowment funds for prizes. The Membership Secretary/Treasurer shall be a voting member of the Executive Committee.

#### Section 5. Editor of the *Bulletin*:

- a) The Editor of the *Bulletin* shall be appointed by the Executive Committee in odd--numbered years, preferably prior to the Annual Conference;
- b) The Editor of the *Bulletin* shall serve as a voting member of the Executive Committee. In addition, he/she shall be charged, in general, with the executive responsibility for publishing the *Bulletin*, within bounds set by the Executive Committee and the membership;

#### Section 6. Web Site Editor:

Web site editor shall be appointed by the Executive Committee and shall be a member *ex officio* of the Executive Committee.

#### Section 7. Executive Committee:

- a) The Executive Committee is composed of eleven members:

- i. The General Secretary
- ii. The Vice General Secretary
- iii. The Membership Secretary/Treasurer
- iv. The Editor of the *Bulletin*
- v. The Web site Editor
- vi. One member interested primarily in Portuguese Studies (to be elected separately by the membership in even-numbered years); and
- vii. Four members at large, two to be elected each year
- viii. One member who is a national of Spain or Portugal and whose principal residence is in either country (to be elected by the membership in even-numbered years).

The quorum for the Executive Committee shall be five members.

- b) Within bounds set up by the membership, the Executive Committee shall have supervisory authority over the interests of the Association including the election of officers, the calling of meetings, the program of the Annual Conference, and the publishing of the *Bulletin*. The Executive Committee shall have the power to establish annual dues and other fees.
- c) The Executive Committee shall meet during the Annual Conference, prior to the Business Meeting of the membership. Additional meetings may be called by the General Secretary on his/her own authority, and must be called by the written request of the majority of the members of the Executive Committee or the membership.
- d) The Executive Committee shall issue annually a complete financial report at the annual Business Meeting of the Association. This report shall also be published in its entirety in the *Bulletin*. In the event of the cancellation of the Annual Conference, the annual report shall be published in the first issue of the *Bulletin* after April 1 of that year.
- e) The Executive Committee shall make such other reports and recommendations to the Association as it may deem appropriate.

#### Section 8. Removal of Officers

The Association may incorporate into the by-laws a mechanism for the removal of officers before the expiration of their terms.

#### V. Authority within the Association

Except for those matters for which a mail ballot of the entire membership is required by the constitution or the by-laws, the annual Business Meeting, acting in accord with the constitution and by-laws of this Association, is the supreme authority within the Association.

A minimum of twenty (20) members shall constitute a quorum at the annual Business Meeting.

## VI. Dissolution of the Association

Section 1. The Association shall be dissolved by the General Secretary only after the receipt of authorizations signed by the absolute majority of the members of the Association.

Section 2. In case of the dissolution of the Association, half of its assets shall go to the Library of Congress, and half the assets shall go to the Hispanic Society of America, if that organization is tax-exempt under Section 501 ( c ) ( 3 ) of the Internal Revenue Service Code at the time of the dissolution of this Association. If the Hispanic Society of America is no longer tax-exempt, then all assets shall go to the Library of Congress.

## VII. Parliamentary Authority

Meetings of the membership and of the Executive Committee shall be conducted in accord with the latest revision of Robert's Rules of Order, unless those rules conflict with this Constitution or with the by-laws of the Association.

## VIII. By-Laws

The Association may adopt by-laws which are not in conflict with this Constitution. Initial adoption and amendment of the By-Laws shall require both (1) approval by a majority vote of those present and voting at a Business Meeting of the Association; (2) and approval by a majority of the votes cast in a mail ballot of the membership of the Association.

## IX. Adoption and Amendment of this Constitution

Section 1. This constitution shall be considered as an amendment to the totality of the previous Constitutions of the Association. As such, it shall be adopted under the rules specified in that Constitution for amending that document.

Section 2. Executive Committee:

- a) Amendments to this Constitution may be proposed by majority vote of the Executive Committee or of a Business Meeting of the membership of the Association or by petition of ten percent of the membership of the Association.
- b) The text of an amendment so proposed shall be published in the *Bulletin* at least three months prior to the Annual Business Meeting at which the amendment is to be discussed and voted upon.
- c) Adoption of a proposed amendment to the Constitution shall require both (1) approval, by vote of  $2/3$  of the members present and voting, of a Business Meeting of the membership of the Association; and ( 2 ) approval, by vote of a majority of the votes cast in a mail ballot of the membership of the Association. The ballot shall be conducted by the Executive Committee.

## BY-LAWS

### I. Vacancies

In event of a vacancy in the office of General Secretary, the Executive Committee shall select a replacement, preferably from among its own members, who shall assume office immediately and shall serve for the remainder of the term.

In event of a vacancy or vacancies among the members of the Executive Committee or in the office of Editor of the *Bulletin*, the Executive Committee shall select a replacement or replacements that shall assume office immediately and shall serve for the remainder of the term. In such a case, the majority of the remaining members of the Executive Committee, notwithstanding the lack of a normal quorum, may act to fill the vacancy or vacancies. In event of a vacancy in any other office created by the by-laws or by the constitution, the General Secretary shall appoint a replacement who shall assume office immediately and shall serve for the remainder of the term.

### II. Minutes

The General Secretary shall appoint a Recording Secretary to take minutes of all meetings of the Executive Committee and of the membership. The minutes shall be printed.

### III. Location of Meetings

In principle, the Executive Committee shall endeavor to recommend one or more locations for the Annual Conference to the membership two years in advance of the conference. In principle, the date of the Annual Conference should be announced to the annual Business Meeting one year in advance. In case of necessity, the Executive Committee is authorized to set or to change the date or location of the Annual Conference.

### IV. Nominating Committee

A Nominating Committee is established, to be composed of three members elected by the membership for staggered terms of three years each. One member shall be elected each year. The committee shall elect its own chair. The committee is charged with securing, through a self-nomination process (open to all members of the Association) and through its own initiative, at least two candidates (wherever possible) for each elective office in the Association. The committee is also charged with conducting the election. Ballots shall be mailed out no later than January 31 of each year to all members of the Association.

### V. Program Committee

A Program Committee shall be appointed to plan the programs for each annual conference. The General Secretary who is scheduled to be in office for the annual conference in question shall be charged with appointing the committee no later than May 1 of the preceding year.

### VI. *Ad-Hoc* Committee

The General Secretary shall have the power to appoint *ad-hoc* Committees which may be deemed necessary. The Executive Committee may instruct the General Secretary to appoint such committees.