

The page features a decorative graphic consisting of several overlapping circles in various shades of blue, arranged in a diagonal line from the top right towards the bottom right. Two thin, light blue lines intersect to form a large 'V' shape that frames the text on the left side of the page.

# American Men's Studies Association (AMSA)

## By-Laws

The purpose of the American Men's Studies Association is to promote scholarship, teaching, clinical and related initiatives in the field of men's studies. The American Men's Studies Association is committed to serve as a multidisciplinary forum of men and women irrespective of class background, ethnic origin, religious background, sexual orientation, or physical abilities, whose purpose is to promote critical discussion of issues involving men and masculinities, and to disseminate knowledge about men's lives to a broad audience.

**AMSA Board of Directors  
3/1/2011**

# **By-Laws of the American Men's Studies Association**

Updated March 2011

## **Article I: Name**

The name of the corporation shall be the American Men's studies Association, Inc. (AMSA).

## **Article II: Purposes**

The purpose of the American Men's Studies Association is to promote scholarship, teaching, clinical and related initiatives in the field of men's studies. The American Men's Studies Association is committed to serve as a multidisciplinary forum of men and women irrespective of class background, ethnic origin, religious background, sexual orientation, or physical abilities, whose purpose is to promote critical discussion of issues involving men and masculinities, and to disseminate knowledge about men's lives to a broad audience.

The major objectives of the AMSA are to encourage the refinement of the parameters of men's studies, to generate theory, and to develop methodologies of the study of masculinities from an ethical perspective that eschews oppression in all forms (namely, sexism, racism, homophobia, anti-Semitism, classism, etc.).

The corporation is organized and shall be operated exclusively for charitable and educational purposes as may qualify it for tax-exempt status under section 501(c)(3) of the Internal Revenue code of 1954, or its successor provisions. Such charitable and educational purposes include actively supporting and promoting the critical study of masculinities and gender and supporting scholars involved in that effort at all educational levels and in academic and other settings.

## **Article III: Program**

The corporation will sponsor an annual conference and encourage research and curriculum development on the study of masculinities and gender as well as clinical and programmatic initiatives. Given the pluralistic nature of men's studies, it is the AMSA's intention to recognize and respect the many voices emerging from among those working with and/or studying men and masculinities. The AMSA is committed to providing a forum of open and inclusive dialogue that involves a spirit of mutual respect for our common humanity and grounded in principled research, theory and clinical/programmatic initiatives reflecting the ethical perspectives of the organization as outlined in Article II.

## **Article IV: Prohibited Activities**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the directors or officers of the corporation, except that the corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the corporation. No substantial part of the activities of the corporation shall consist of carrying on propaganda; or otherwise attempting to influence legislation, and the corporation shall not participate in, or otherwise intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to candidates for public office. Notwithstanding any other provisions of these Articles of Incorporation, or

any provision of the Commonwealth of Massachusetts governing or pertaining to the corporation, the corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in section 501(c) (3) of the Internal Revenue code of 1954.

#### **Article V: Membership**

**A. Eligibility.** Any person involved in teaching, learning, research or clinical services and program development related to the critical study of gender shall be eligible for membership in the AMSA upon payment of the annual membership fee.

**B. Voting Rights.** "Members, for purposes of voting, shall be those members who have paid their annual dues to the association. Such members shall have the right to vote for the members of the Board of Directors."

**C. Revocation of Membership.** If a member of the Association alleges that he or she is an agent for the corporation, without express written authority of the Board of Directors to that effect, the Board of Directors has the right to terminate his or her membership immediately. The Board of Directors may also terminate membership based on a member publicly expressing positions or views that are antithetical to the purpose, mission and values of the organization.

#### **Article VI: Meetings**

**A. Annual Meeting.** A general membership meeting of the AMSA shall take place annually. A meeting of the Board of Directors of the AMSA shall also take place annually. The date and location of the annual meeting of the membership shall be determined by the Board of Directors. The annual meeting shall have as its purpose 1) to serve as an educational and inspirational force for the members through the presentation of a scholarly program and 2) to help establish working priorities of the AM5A for the future.

**B. Program.** The Board of Directors shall appoint a person or persons to plan the academic program of the annual meeting. The academic program component of the annual meeting shall be open to the general public.

**C. Special Meetings.** The Board of Directors may also call special meetings of the Board of Directors or of the membership.

**D. Notice.** The Board of Directors shall appoint a person or persons to give written or printed notice of meetings, stating the place, day and hour of the meetings and, in the case of a special meeting, the purpose for which the meeting is being called, not less than ten days before the date of the meeting, by email, mail or by publication in the AMSA's newsletter

**E. Transaction of business.** A simple majority of votes cast by voting members in attendance at a official membership meeting shall carry a motion. Proxy voting is expressly disallowed.

## **Article VII: Board of Directors**

**A. Number and qualifications.** The number of directors may vary from time to time at the discretion of the Board of Directors but shall be no more than eighteen and never be less than five. All Directors shall be members of the AMSA in good standing

**B. Board member duties:** Members are expected to attend all board meetings (up to two meetings per year in person, and periodic meetings held via conference calls. Board members are expected to attend not less than one meeting per year unless otherwise excused by the Board. Additionally, board members are expected to actively participate in the activities of the organization and provide leadership in committee or related work of the organization.

**B. Nomination and Election.** Directors will be elected by the general membership approximately two months before the annual meeting. A formal call for nominations will be issued in the fall newsletter and through other electronic media such as e-mail and the Corporation's Internet web site. By November First of each year, the Nominating Committee, appointed by the Board, will contact nominees and compose a slate. In the event there are not enough nominees to fill the vacancies on the Board, the Nominating Committee will be charged with the responsibility of soliciting a requisite number of nominees. The Membership Committee will administer the election, distributing ballots to all members in good standing by mail and collecting and tallying ballots. Ballots must be collected by February First and results announced as soon as possible thereafter. Directors will assume office at the next Board of Directors meeting.

**C. Term.** The terms of the Directors of the Board shall be such that one third of the members are elected each year. Board members may serve two, three years terms (a total of six years) prior to stepping down from Board membership for at least one year before placing their name in nomination for additional terms.

**D. Vacancies.** Vacancies in the Board of Directors shall be filled until the next election by a majority vote of the remaining directors.

**E. Removal and resignation.**

**1. Removal of Directors.**

Directors may be removed for cause by a two-thirds vote of the members of the Board of Directors. A Director removed for cause shall be given written notification of the charges against him/her before removal action is taken and shall be allowed an opportunity to defend against specific allegations.

**2. Resignation.**

A director may resign at any time by giving written notice to the President of the Board of Directors. Resignation shall be effective upon the date designated in the letter of resignation or immediately upon delivery to the President of the Board of Directors.

**F. Quorum and voting.** A majority of the Board of Directors attending an officially called meeting shall constitute a quorum for the conduct of business. An affirmative vote by a majority of the directors present shall carry a motion unless the directors present decide, by a majority vote before the vote is taken, that a higher or lower percentage shall be required.

**G. Proxies.** Directors must vote in person and may not vote by proxy.

#### **Article VIII: Committees, Special Appointments, and Ex Officio Members.**

**A. Executive Committee.** The Executive Committee shall be comprised of the Officers of the Board of Directors and the Chairs of any standing committees. The Executive Committee shall meet upon call for the purpose of performing urgent business that cannot wait for action by the full Board or that cannot be handled by a functional committee of the Board. Any action of the Executive Committee shall be reported for ratification at the next meeting of the Board and, if indicated, may be reported sooner by email or U.S. mail. A simple majority of the members of the Executive Committee shall constitute a quorum.

**B. Standing Committees.** The Board of Directors may establish such standing committees as it may deem necessary from time to time and may appoint a chair or co-chairs for a standing committee.

**C. Special Appointments.** The Board of Directors may appoint members as it may deem necessary from time to time to fill special positions in the Association. Such positions may include, but are not limited to, communications director, newsletter editor, archivist, webmaster, conference proceedings publication editor. , Appointed members serving in such roles shall serve at the pleasure of the board.

**D. Ex Officio Members.** The Board of Directors may appoint ex officio members of the Board as it may deem necessary from time to time. Ex officio members shall have all the privileges of a Director and shall serve indefinitely at the pleasure of the Board.

#### **Article IX: Notices**

**A. Form and Delivery.** Whenever, under the provisions of law, the Articles of Incorporation or these By-laws, notice is required to be given to any director or member, such notice may be given in writing or, in the case of directors or members having signed a waiver, may be given personally or by telephone. If by mail, it shall be addressed to such director or member at the post office address that appears on the records of the corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail or sent via email.

**B. Waiver.** Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these By-Laws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the members in person, without protesting at the commencement of the meeting the lack of notice thereof, or any director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting, without protesting at the commencement of the meeting, such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

#### **Article X: Officers**

**A. Election and Term.** The Officers of the AMSA shall be elected by the Board of Directors. Officers must be elected members of the Board of Directors. The term of office shall be two years and not more

than six consecutive years. Exceptions for term limits may be made by a majority vote of the Board of Directors.

**B. Duties.**

**1. President.**

The President of the Corporation shall be the chief executive officer and shall have general responsibility for conducting the business and affairs of the corporation. The President shall be responsible to the Board of Directors and shall carry out all duties assigned by the Board of Directors.

**2. Vice President.**

The Vice President shall perform organizational duties as assigned by the President and the Board of Directors. The Vice President will support the President and serve in his or her absence.

**3. Recorder:** The Recorder is responsible for giving notices of meetings, keeping minutes of all meetings, preserving books and records and any other duties assigned by the Board of Directors.

**4. Membership Coordinator**

The Membership Coordinator is responsible for overseeing membership registrations and lists as well as the organization's mailing and email contacts lists as indicated by the Board of Directors. In addition, s/he will coordinate the annual nomination and voting process for members of the Board of Directors.

**5. Treasurer.**

The Treasurer shall keep accounts of receipts and expenditures, deposit corporate funds in banks or financial instruments designated by the corporation, and render accounts at the request of the Board of Directors.

**6. Director of Communications and Outreach (DOC)** shall be responsible for establishing mechanisms for communicating the activities of the organization through public media, website, and other means. The DOC shall be responsible for coordinating membership retention and recruitment efforts of the organization as well as public relations initiatives.

**C. Removal.** Any officer may be removed for cause by the Board of Directors. Any officer so removed shall be served with a notice of removal and shall be given an opportunity to defend against specific allegations.

**D. Resignation.** An officer may resign at any time by delivering written resignation to the president of the Board of Directors.

**E. Vacancies.** The President may appoint new officers to fill vacancies for unexpired terms until the official meeting of the Board of Directors at which time nominations will be accepted and a vote on the office taken..

**Article XI: Corporate Funds**

**A. Deposit of Funds.** All funds of the corporation shall be deposited in such banks or trust companies as the Board of Directors may designate from time to time.

**B. Checks, etc.** All checks, drafts, notes, and evidence of indebtedness of the corporation shall be signed by the treasurer or any other officer of the corporation.

**C. Dues.** The Board of Directors shall determine membership dues or other assessments imposed on the members. The Board of Directors may adjust or waive dues on a hardship basis.

**D. Annual Budget.** The President and Treasurer will develop an annual budget and submit it to the Board of Directors for approval.

#### **Article XII: Compensation, Contracts**

**A. Compensation.** Any member, director, or officer of the corporation is authorized to receive reasonable compensation from the corporation for services rendered to the corporation, when authorized by the Board of Directors. No member or director may receive compensation merely for acting as a member or director. Directors may be reimbursed for expenses incurred to attend meetings of the Board of Directors when authorized by the Board of Directors.

**B. Contracts.** No member or officer of the corporation shall be interested, directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, nor unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall be known or disclosed to the Board of Directors at the meetings at which such contract is so authorized.

#### **Article XIII: Fiscal Year**

The fiscal year of the corporation shall commence on January 1 and terminate on December 31 of that same year.

#### **Article XIV: Amendments**

Amendments to these By-laws may be submitted in writing to the annual meeting of the membership by any voting delegate and must be passed by two-thirds of the voting delegates present.

Alternatively, amendments to these By-Laws may be submitted in writing to the Board of Directors. The Board of Directors shall send by email or United States mail, a copy of the amendment and a ballot indicating approval or disapproval of the amendment to the entire membership. An amendment so submitted must be passed by two-thirds of the Board of Directors and by two-thirds of the ballots returned by the membership.