

Constitution of the Research Society for Victorian Periodicals

I. Name

The name of the Society shall be the Research Society for Victorian Periodicals. It may be officially referred to by the initials RSVP.

II. Purpose

As set forth in RSVP's Articles of Incorporation, RSVP is organized exclusively for charitable, literary, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"). These activities will include, but not be limited to, advancing scholarship and research in the field of Victorian periodicals through conferences, publications and other activities.

III. Membership

Any scholars in the field of Victorian periodicals research, regardless of discipline, nationality, rank, or affiliation may be admitted to membership by the payment of the annual dues and may be continued as members by the payment of the annual dues each year.

IV. Organization

1. Board of Directors. The Board of Directors is the governing body of the Society and is vested with the management of the Society's affairs. The Board of Directors is comprised of twelve Directors, including the four Officers.

1.1 Meetings. The Board of Directors shall meet at least two times per year at regular intervals via videoconference or other means of telecommunication and also at least once per year at an in-person meeting to be held in conjunction with the annual conference of the Society. The Board of Directors may meet more frequently as needed to conduct the business of the Society.

2. Officers. The Officers shall be a President, a Vice President, a Recording Secretary, and a Treasurer. All Officers also have the status of Directors of the Society.

3. Executive Committee. The Executive Committee of the Society comprises the President, Vice President, and Treasurer.

3.1 Meetings. The Executive Committee shall meet regularly to conduct the day-to-day business of the Society in between meetings of the Board of Directors. Such meetings may be conducted in person or via videoconference, telephone, or other means of telecommunication.

4. Appointed Positions. In consultation with the Nominations Committee and Executive Committee, the Board of Directors will appoint members to fill the service positions outlined in the Bylaws. Additional appointed positions may be created by the Board of Directors. Any of these positions may be held jointly with each other or with an elected term as a Director. The

Board of Directors may request specific actions, advice, or reports from those serving in these positions to facilitate the business of the Society.

4.1 Meetings. Those serving in appointed positions shall receive notice of the in-person meeting of the Board of Directors held in conjunction with the annual conference, and may attend with voice, not vote. The Board of Directors may choose to consult with those in appointed positions regarding the business of the Society by inviting them to attend other meetings of the Board as needed.

5. Senior Advisory Council. There shall be a Senior Advisory Council composed of former Officers and Directors of the Society. Members of the Senior Advisory Council shall be appointed by the Board of Directors. Members of the Senior Advisory Council may serve in appointed positions but are not eligible for elected positions. The size of the Senior Advisory Council should not normally exceed the total number of current Officers, Directors, and Appointed Positions.

5.1 Meetings. The Senior Advisory Council shall receive notice of the in-person meeting of the Board of Directors held in conjunction with the annual conference, and may attend with voice, not vote. The Board of Directors may choose to consult with the Senior Advisory Council regarding the business of the Society by inviting them to attend other meetings of the Board as needed.

V. Annual General Meeting

In conjunction with the annual conference, an annual general meeting of the membership shall be convened for the review of the activities of the Board of Directors over the previous year and discussion of matters pertaining to RSVP. At the annual general meeting, the President and Treasurer shall report on the activity of the Society during the previous year. Other Directors or those serving in appointed positions may also be asked to report. An annual meeting may be cancelled for emergency reasons by vote of the Board of Directors; should such cancellation be necessary, annual activity reports will be distributed to the membership via electronic means.

VI. Elections

Directors and Officers of the Society are elected by majority vote of the membership. Such elections shall typically be conducted via electronic means to facilitate participation. In the event an election is delayed, the current Directors and Officers shall continue in office until new elections can be held.

VII. Quorum

The quorum for meetings of the Board of Directors shall be defined as a majority of those eligible to vote. Each Director has one vote in all decisions made by the Board.

VIII. Limitation on Operations

1. Purpose. RSVP organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c) (3) of the Internal Revenue Code.

2. Non-profit status of the corporation. No part of the net earnings of RSVP shall inure to the benefit of any Director of RSVP, Officer of RSVP, or any private individual (except that reasonable compensation may be paid for services rendered to or for RSVP affecting one or more of its purposes); and no Director, Officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of RSVP. No substantial part of the activities of RSVP shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and RSVP shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Activities. RSVP shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the Treasury Regulations thereunder, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and the Treasury Regulations thereunder.

4. Tax-Exempt Status. For so long as RSVP is classified as a private foundation within the meaning of Section 509(a) of the Code, RSVP shall: (a) distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; (b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) not retain any excess business holdings as defined in Section 4943(c) of the Code; (d) not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (e) not make any taxable expenditures as defined in Section 4945(d) of the Code.

5. Actions Upon Dissolution. Upon the dissolution of RSVP, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of RSVP, dispose of all of the assets of RSVP exclusively for the purposes of RSVP in such manner, or to such organization or organizations organized and operated exclusively for charitable, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of RSVP is then located, exclusively for the purposes of RSVP or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IX. Dissolution

RSVP shall be dissolved by a two-thirds vote of the membership in good standing in a special election held only after the matter has been moved and discussed in two consecutive annual general meetings.

Upon dissolution, the Board of Directors shall pay all of the liabilities of RSVP and dispose of any remaining funds exclusively for the purposes of RSVP as set forth in section 5 of Article VIII above.

X. Amendments

Amendments to this Constitution must be approved by a majority vote of the members in an election held after such amendments are presented at the annual general meeting. Notice of the proposed amendment must be given at least thirty days prior to the annual general meeting by an email notice sent to each member and by announcement on the Society's website.