

# Constitution and Bylaws of the RSVP

## Constitution

(as amended 27 July 2019)

### 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.

# Bylaws

(as amended 27 July 2019)

## I. Membership

**1. Voting Membership.** Active members shall pay the annual dues and will receive the scholarly journal of the Society, *Victorian Periodicals Review* (VPR). The amount of the annual dues shall be determined by the Board of Directors.

All individual active members are eligible to vote in elections for Directors and Officers of the Society, and in any special elections, such as, but not limited to, amending the Society's constitution or bylaws. In both routine and special RSVP elections, each person holding a voting membership has one vote.

**2. Honorary Membership.** Honorary memberships in the Society may be extended at the annual general meeting (AGM) upon the recommendation of the Board of Directors. A majority vote of the members present at the annual general meeting is required to extend honorary membership.

## II. The Board of Directors

**1. Duties.** The Board of Directors conducts the business of the Society, including but not limited to: establishing committees; appointing committee chairs and members; filling appointed positions; making award decisions; and approving proposals for the organization of the annual research conference.

**2. Terms of Service.** The Directors shall be elected by the membership of the Society for a two-year term, which may be renewed, except as specified below in section 2 for the Officers. Normally, four Directors shall be elected each even year and four Directors shall be elected each odd year. Should a Director be unable to complete his or her two-year term, the Board may choose to appoint a member to serve a replacement term until the next election can be held, at which time a Director shall be elected to serve a one-year replacement term if it is not yet the scheduled time for the usual two-year election.

## III. Officers

**1. The President.** The President is a Director of the Society and shall be responsible with the Board of Directors for the administration of the Society. The President chairs the Executive committee, the Board of Directors, and the general annual meeting of the membership.

**1.1 Duties.** The President is responsible for organizing and facilitating the meetings of the Board of Directors and the Executive Committee throughout the year. The President is responsible for overseeing the Society's awards programs, including, but not limited to, creating and communicating a calendar of deadlines, reviewing committee appointments, and coordinating communications about the awards. The President may recommend actions and appointments to be considered and voted on by the Board of Directors, including but not limited to, the appointment of the Society's appointed positions listed below, the award committee chairs, and the conference program chair. The President may appoint members of the Society on a temporary basis to task forces or sub-committees intended to accomplish specific purposes. The President is responsible for both the day-to-day management of the

Society and for guiding its longer-range planning, including, but not limited to, current and future conferences, events, awards, and other charitable activities.

**1.2 Terms of Service.** The President serves a two-year term. Should the President be unable to complete his or her term, the Board of Directors must either approve that the Vice President begin his or her term as the next President, or appoint someone else as interim President until the Vice President proceeds to serve as President as outlined below in Section 2.2.

**2. The Vice President.** The Vice President is a Director of the Society and serves on the Executive Committee and the Board of Directors. The Vice President is also the President-Elect.

**2.1 Duties.** The Vice President assists with the duties of the President as necessary. The Vice President also serves as the Director of Communications for the Society and as such prepares the member newsletter and works with the Webmaster and Social Media Coordinator to distribute information in a professional and timely manner. The Vice President is also charged with communicating with other scholarly organizations about RSVP events of interest to their members.

**2.2 Terms of Service.** The Vice President shall be elected by the membership for a term of two years as Vice President and will proceed to serve a term as President for the following two years. Should the Vice President be unable to complete his or her term, the Board of Directors may choose to appoint a member to serve a replacement term until the next election can be held. Not more than four and not less than two months before the conclusion of the President's term, the Board of Directors must vote to approve that the President-Elect will serve as the President for the following two years. Should the Board of Directors not approve that the President-Elect will serve as the next President, the Board must either ask the current President to serve for an additional one-year term or appoint someone else as interim President for a one-year term. An election from the membership must then be held for a Vice President who would serve a one-year interim term before proceeding to the position of President, under the procedures described above.

**3. The Recording Secretary.** The Recording Secretary is a Director of the Society and serves on the Board of Directors.

**3.1 Duties.** The Recording Secretary is responsible for taking the minutes at all meetings of the Board of Directors throughout the year, at the in-person meeting of the Board in conjunction with the annual conference, and at the annual general meeting of the membership.

**3.2 Terms of Service.** The Recording Secretary shall be elected by the membership for a two-year term, which may be renewed upon re-election. Should the Recording Secretary be unable to complete his or her term, the Board of Directors may choose to appoint a member to serve a replacement term until the next election can be held.

**4. The Treasurer.** The Treasurer is a Director of the Society and serves on the Executive Committee and the Board of Directors.

**4.1 Duties.** The Treasurer shall manage the collection and disbursement of funds as directed by the Board of Directors. As requested by the President or the Board of Directors, the Treasurer shall make interim reports of financial activity to the Board of Directors. The Treasurer shall make an annual report on the finances of the Society at the in-person meeting of the Board of Directors and at the annual general meeting.

**4.2 Terms of Service.** To comply with US financial regulations, only a United States citizen may serve as Treasurer. The Treasurer shall be elected by the membership for a three-year term, which may be renewed upon re-election. Should the Treasurer be unable to complete his or her term, the Board of Directors may choose to appoint a member to serve a replacement term until the next election can be held.

## **IV. Appointed Positions**

### **1. Editor of *Victorian Periodicals Review***

**1.1 Duties.** The Editor of *Victorian Periodicals Review* shall ensure the publication and distribution of the journal in keeping with professional standards for scholarly journals. The Editor shall appoint an Associate Editor to coordinate the book reviews and assist with the editorial process. The Editor shall also appoint a Bibliographer who is responsible for the biennial bibliography of scholarship and criticism dealing with Victorian periodicals that is to be published in *VPR*.

**1.2 Terms of Service.** The term of service for the Editor of *Victorian Periodicals Review* shall typically be five years, with possible renewal.

### **2. Editor of the Curran Index**

**2.1 Duties.** The Editor of the Curran Index is responsible for: compiling bibliographic information and researching authorial attributions for articles in nineteenth-century periodicals; adding new entries to the database; maintaining accurate information in the existing database; and working with web developers to create and maintain an online searchable interface to the database.

**2.2 Terms of Service.** The term of service for the Editor of the Curran Index shall typically be five years, with possible renewal.

### **3. Archivist**

**3.1 Duties.** The Archivist shall maintain the physical and electronic records and ephemera of the Society and shall secure such records in an appropriate place reasonably accessible to the membership.

**3.2 Terms of Service.** The term of service for the Archivist shall be two years, and may be renewed.

### **4. Online Applications Administrator**

**4.1 Duties.** The Online Applications Administrator shall be responsible for creating, maintaining, and updating the processes, forms, and data on the Society's online application portal in order to facilitate the Society's awards competitions and annual conference submissions.

**4.2 Terms of Service.** The term of service for the Online Applications Administrator shall be two years, and may be renewed.

### **5. Student Representative(s)**

**5.1 Duties.** One or two graduate students may be appointed as Student Representatives, who shall be responsible for coordinating communications and activities among the graduate

student members of the Society; coordinating the graduate student section of the website; and communicating graduate student concerns to the Board of Directors.

**5.2 Terms of Service.** The term of service for the Student Representative(s) shall be two years, and may be renewed. When there are two students serving as representatives, one should begin his or her term in an odd year and the other in an even year so as to maintain continuity.

## **6. Webmaster**

**6.1 Duties.** The Webmaster shall maintain the Society's website (rs4vp.org) and keep it updated with current information as directed by the Executive Committee, the Board of Directors, or the Nominations committee. The Webmaster shall work with the Social Media Coordinator to disseminate information in a professional and timely manner.

**6.2 Terms of Service.** The term of service for the Webmaster shall be two years, and may be renewed.

## **7. Social Media Coordinator**

**7.1 Duties.** The Social Media Coordinator shall maintain the Society's social media presence and accounts, including but not limited to Twitter and Facebook. The Social Media Coordinator will work with the Webmaster to disseminate information in a professional and timely manner.

**7.2 Terms of Service.** The term of service for the Social Media Coordinator shall be two years, and may be renewed.

## **8. Marketing Coordinator**

**8.1 Duties.** The Marketing Coordinator shall be responsible for promoting the Society including, but not limited to: developing and distributing flyers, brochures, or other information about the Society to other scholarly organizations; coordinating promotional events; and working with the Webmaster and Social Media Coordinator to disseminate information in a professional and timely manner.

**8.2 Terms of Service.** The term of service for the Marketing Coordinator shall be two years, and may be renewed.

## **V. Senior Advisory Council**

**1. Duties.** The Senior Advisory Council provides advice to the President and to the Board of Directors regarding the history, business, and interests of the Society on an as-needed basis.

**2. Terms of Service.** The term of office shall be two years and may be renewed. A member of the Senior Advisory Council may choose to leave the Council at the end of his or her term, at which point they become eligible for elected positions.

## **VI. Conference Chairs**

**1. Conference Program Chair.** Each year, the Board of Directors shall appoint a Chair of the Conference Program Committee, who shall be responsible, along with the Conference Program Committee, for issuing the Call for Papers; reviewing proposals; and developing the scholarly program for the annual conference. The Chair will work with the President and the Conference Program Committee to select a member of the society to give the Wolff Lecture at the conference.

The Chair of the Conference Program Committee will work with the Conference Organizational Chair to plan the scholarly program in conjunction with local arrangements.

**2. Conference Organizational Chair.** Each year, the Board of Directors shall appoint a Conference Organizational Chair, who shall be responsible for appointing the Conference Local Arrangements Committee and any subsidiary committees as needed. The Conference Organizational Chair shall be responsible for making the local arrangements for the annual conference, the associated in-person meeting of the Board of Directors, and the annual general meeting of the membership. Such arrangements include, but are not limited to, planning and facilitating meeting space, meals, registration processes, and communications for the annual conference. The Conference Organizational Chair will work with the Chair of the Conference Program Committee to plan local arrangements in conjunction with the scholarly program.

## VII. Standing Committees

**1. Planning Committee.** The Planning Committee shall consist of at least four members of RSVP plus the current President, Vice President, and Treasurer. Members of the Planning Committee shall be appointed by the Board of Directors and serve three-year renewable terms. The Chair of the Planning Committee is appointed by the President from among its members. The Planning Committee shall be responsible for long-range planning and review of the Society's charitable activities. The Planning Committee advises the Board of Directors and may make recommendations regarding its actions and policies. The Planning Committee may communicate via email, meet via telecommunications means, and/or meet in person.

**2. Finance Committee.** The Finance Committee shall consist of at least four members of RSVP plus the current President, Vice President, and Treasurer. Members of the Finance Committee are appointed by the Board of Directors and serve three-year renewable terms. The Chair of the Finance Committee is appointed by the President from among its members. The Treasurer may not serve as the Chair. The Finance Committee shall be responsible for compliance and audit reviews of the Society's financial matters, including the Treasurer's records and reports. The Finance Committee shall prepare the annual budget and present it to the Board for approval. The Finance Committee shall also review requests for additional funding for the Society's activities and shall make recommendations to the Board of Directors about such requests. Such requests may be submitted by those serving in appointed positions or on the Society's standing or ad hoc committees. The Finance Committee may communicate via email, meet via telecommunications means, and/or meet in person.

**3. Nominations Committee.** The Nominations Committee shall consist of the President or his/her designee from the Board of Directors; and three persons from RSVP's wider membership. No more than one member of the Nominations Committee may be a current Director. The members of the Nominations Committee shall be appointed by the Board of Directors to serve a two-year renewable term. The President or his/her designee shall chair the committee without a vote. The Nominations Committee shall be responsible for coordinating communications and procedures for appointments and elections as outlined above. The Nominations Committee may communicate via email, meet via telecommunications means, and/or meet in person.

**4. Curran Index Advisory Committee.** The Curran Index Advisory Committee shall consist of three members of RSVP who are appointed by the Board of Directors for two-year renewable terms. The Chair of the Curran Index Advisory Committee is appointed by the President from among its members. The Curran Index Advisory Committee advises its Editor regarding the scope,

direction, and planning for the Curran Index. The Curran Index Advisory Committee may communicate via email, meet via telecommunications means, and/or meet in person.

## VIII. Ad Hoc Committees

**1. Call for Participation.** Each year, the Vice President shall issue a call to the membership for expressions of interest in participating in ad hoc committees. The pool of names so collected will be forwarded to the Board of Directors for consideration in making appointments to the ad hoc committees listed below and any others that may be formed during the year.

**2. Awards Committees.** The Board of Directors shall appoint Chairs on a yearly basis for a Committee for each of the grants and awards offered as RSVP's charitable activities, and shall appoint the members of each award committee in consultation with the Chairs. Each Awards Committee shall be responsible for reviewing applications and recommending award decisions to the Board of Directors. One member from each Awards Committee in a given year serves as that Committee's Chair in the following year, pending the approval of the Board of Directors. The Awards Committees may communicate via email, meet via telecommunications means, and/or meet in person.

**3. Conference Program Committee.** The Board of Directors shall appoint the members of the Conference Program Committee in consultation with the Conference Program Chair. The Conference Program Committee shall be responsible for issuing the Call for Papers; reviewing proposals; and developing the scholarly program for the annual conference. The Conference Program Committee shall also be responsible for reviewing applications and recommending award decisions for the conference travel awards to the Board of Directors. The Conference Program Committee may communicate via email, meet via telecommunications means, and/or meet in person.

## IX. Elections of Directors and Officers

**1. Candidate Eligibility.** Active members of RSVP, including graduate students, are eligible to serve as Directors. Members of the Senior Advisory Council are not eligible to serve as Directors. In addition to being an active member, the Treasurer must be a United States citizen. Candidates for President and Vice President must also have previously served as a Director.

**2. Diverse Representation.** The goal of the Nominations committee should be to encourage a diverse range of candidates for elected positions, including but not limited to, scholarly rank, geographic location, and academic discipline.

**3. Call for Candidates.** The Nominations committee shall issue a call to the membership for nominations or self-nominations not less than four weeks before the start date of the election. Upon being notified of their nomination, members may choose to accept or decline the nomination.

**4. Awards Eligibility.** Due to the Society's private foundation status, Directors and Officers are not eligible to apply for or to receive grants, fellowships, awards, or prizes given by the Society. Members of the Senior Advisory Council and those serving in appointed positions who are not concurrently serving as Directors are eligible to apply for or to receive grants, fellowships, awards, or prizes given by the Society. Information about the eligibility restriction for RSVP awards should be attached to the call for nominations and communicated to the membership by the Nominations committee.

**5. Candidate Statements.** Each candidate who agrees to stand for election shall provide the Nominations committee a brief statement indicating areas of expertise, qualifications, and interest in the position. These statements shall be provided to the membership with the election ballots.

## **X. Election Procedures**

**1. Online voting.** In accordance with the Constitution of the Society, elections will normally be held through online means. Johns Hopkins University Press (JHUP), the publisher for *VPR*, or an alternative provider selected by the Board of Directors, will be responsible for administering the voting process and counting the votes, in consultation with the Nominations committee.

**2. Ballots.** For an office with two or more nominations, the election will be conducted by a ballot sent to all members, with each member having one vote. Ballots may be circulated by electronic or other means, but no member is to be disenfranchised by such means. Where there is only one nomination, the office is filled by acclamation.

**3. Timeline.** Elections shall normally be held at least two weeks and not more than eight weeks before the date upon which new terms of office begin. The election period will be open for a period of at least two weeks.

**4. Results.** JHUP or other election provider shall report the results of the election to the Nominations committee, who will inform the elected persons, the Board of Directors, and the membership of the results via email and the RSVP website.

## **XI. Special Elections**

The Board of Directors may choose to hold a special election when needed, for reasons including but not limited to: replacing Officers or Directors unable to serve out their terms; amendments to the Constitution or Bylaws; or the dissolution of the Society.

## **XII. Terms of Service**

**1. Term Calendar.** All terms, including but not limited to Directors, Officers, Appointed positions, Senior Advisory Council members, and Committee members and Chairs, normally begin on September 15 and end on September 14.

**2. Director Term Limits.** Unless otherwise specified in this document, Directors may serve two consecutive two-year terms. After at least one year off the Board of Directors, an individual may then stand for election again.

## **XIII. Compensation**

To encourage participation from a diverse range of members, the Board of Directors may choose to reimburse some travel expenses for Directors to attend the annual meeting. No less than four weeks before the start of a new term, the Finance Committee should normally make a recommendation to the Board of Directors regarding reasonable and appropriate reimbursement distribution and amounts for the following term year. The Board of Directors may decide to accept or modify that recommendation.

## **XIV. Regional Offices**

The Board of Directors may designate regional centers and meetings.

## **XV. Amendments to the Bylaws**

**1. Proposing Amendments.** The Board of Directors may propose amendments to the Bylaws. Other proposed amendments may be made by the membership at large in the form of a petition signed by twenty members and submitted to the Board of Directors at least four weeks before the date of the annual general meeting.

**2. Discussion of Amendments.** All such proposed amendments must be presented and discussed at the annual general meeting of the membership.

**3. Ratification of Amendments.** Amendments to these Bylaws must be approved by a majority vote of the members in an election held after such amendments are presented and discussed at the annual general meeting. The text of the proposed amendments will be made available to the membership with the ballot for the next regular or special election.