

SOCIOLOGISTS FOR WOMEN IN SOCIETY

BYLAWS

AMENDED AND RESTATED AS OF , 2017

Article I – Name; Principal Office; Registered Agent

The name of this organization is Sociologists for Women in Society (the “**Organization**”).

The principal office of the Organization (the “**Executive Office**”) shall be located in the location approved by the Organization’s Executive Council (the “**Council**”).

The Organization may relocate its principal office, and may also establish such other offices, as approved by the Council, if the Council determines that the business of the Organization so requires these establishments.

The Organization shall maintain a registered office and a registered agent within the State of Rhode Island. The location of the registered office and the designation of the registered agent, as well as any changes to the location of the registered office and the designation of the registered agent, shall be approved by the Council.

Article II – Purposes; Tax-Exempt Status

The nature of the activities to be conducted or the purposes of the Organization are to engage in any lawful act or activity permitted under the Rhode Island Nonprofit Corporation Act, as the same may be amended and in force from time to time (the “**Act**”) as a trade association that is scientific and educational in nature, entitling the Organization to exemption from taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the “**Code**”). Within the context of the aforementioned general purposes, the Organization’s specific purposes shall include, more particularly:

1. Encouraging the development of sociological feminist theory and scholarship;
2. Transforming the academy through feminist leadership, career development, and institutional diversity;
3. Promoting social justice through local, national, and international activism; and
4. Supporting the publication and dissemination of cutting edge feminist social science.

The Organization is nonprofit and all of the Organization’s property shall be held and used in a manner consistent with the nonprofit purposes set forth above. No part of the Organization’s earnings, income or assets shall inure to the benefit of any of its directors, trustees, officers, or members, or to the benefit of any private person except as reasonable compensation for services rendered, or goods received in compliance with applicable law and applicable corporate policies concerning conflicts of interest.

Article III – Members

Section 1. Classes of Membership; Regional and Local Affiliates. As provided in Section 7-6-15 of the Act, the Organization shall have members and shall have one (1) class of members (hereafter, the “**Members**”).

Section 2. Qualifications/Eligibility for Membership. Any person who shares, accepts and supports the Organization’s purposes can be eligible to be a Member subject to such other rules for eligibility as approved by the Council and set forth in the Organization’s Operations and Procedures Manual, as the same may be amended and in force from time to time (the “**Manual**”).

Section 3. Privileges of Membership; Regional and Local Affiliates/Chapters. Members shall have the following rights and privileges: (i) the voting rights set forth in further detail below, (ii) to serve as an Elected Officer (as defined herein), as Parliamentarian, as a member and/or chair of committees, (iii) to receive all regular publications of the Organization; (iv) to be included in electronic lists and forums run by the Organization, (v) to attend all open membership and committee meetings, (vi) to set Members’ dues and provide general advice and input to the Council in General Meetings; and (vii) to join a regional and/or local affiliate/chapter of the Organization. Regional and local affiliates/chapters must have at least five (5) current Members including a designated chair, in order to be considered active. Other rules regarding regional and local affiliates/chapters, including the requirement of additional dues from participating Members, may be adopted by the Council from time to time and shall be set forth in the Manual.

Section 4. Dues; Fees; and Assessments. Annual dues shall be determined by a majority vote of the Members and shall be at the appropriate level for the applicable Member’s income as set forth in further detail in the Manual. Fees and assessments may be set and applied by the Council from time to time. Uniform procedures for notification of Members regarding dues, fees and assessments shall be set by the Council.

Section 5. Resignation. Any Member in good standing may resign by submitting that resignation in writing to the Executive Officer.

Section 6. Non-Payment; Automatic Termination. If a Member fails to pay dues, fees or assessments, membership shall automatically terminate.

Section 7. Suspension/Termination. Membership in this Organization may be suspended or terminated by the Council for “just cause” as determined in the reasonable discretion of the Council. The decision for suspension or termination shall be by a 60% vote of the directors then serving on the Council.

Section 8. Members Meetings. There are two (2) General Meetings of the Members each year, the Winter Meeting and the Summer Meeting. The Winter Meeting shall be designated as the “Annual Business Meeting.” At either of these General Meetings, the Members may receive committee reports as well as budgets submitted by the Operating Budget Management Committee, make organizational policy recommendations to the President and Council,

approve materials for public dissemination other than the regular publications of the Organization, and receive and review policy statements to be made on behalf of the Organization.

Meetings of the Members shall be held at any place designated by the Council.

Ten percent (10%) of the Members, in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of Members. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum; provided that the remaining Members cannot take any action (other than adjournment) without reestablishing quorum and meeting the voting requirements set forth in Article III, Section 9 of these Bylaws.

Section 9. Voting Rights and Procedure.

Anything in these Bylaws or the Organization's Articles of Incorporation to the contrary notwithstanding, the Members shall have the following voting rights:

- (a) The election of the Elected Officers and the Parliamentarian;
- (b) The annual setting of dues (subject to the prior approval of the Operating Budget Management Committee and the Council); and
- (c) The election of the chairs and members of certain committees as set forth in these Bylaws.

Moreover, the Organization shall not take any of the following actions without the affirmative vote of the Members and the Council:

- (a) The sale, lease, exchange or other disposition of substantially all of the Organization's assets to another entity;
- (b) The amendment of the Organization's Articles of Incorporation and/or these Bylaws; and
- (c) The Organization's: (i) merger with another entity; or (ii) acquisition of substantially all of the assets of another entity.

Consistent with Section 7-6-20 of the Act, the Members shall cast their votes via proxy and the Members shall execute said proxies in electronic format subject to such procedures and technological mediums approved by the Council from time to time. It is the responsibility of the Executive Officer to maintain confidentiality of the Members' votes within the office.

Article IV – Council

Section 1. Composition. The Council shall be composed of the Organization's Elected Officers with the Executive Officer and Parliamentarian also serving as ex officio directors without vote and not counted towards quorum. The Council will be chaired by the President.

Section 2. Powers. All corporate powers, other than those reserved to or shared with the Members as provided in these Bylaws, shall be exercised by or under the authority of, and the activities, property, and affairs of the Organization shall be managed by or under the direction of, the Council. All authority of the directors is vested in the Council as a whole, and no individual director has any authority to act for or bind the Council except by action within the

confines of the Council (or committee of the Council, to the extent applicable) or to the extent expressly authorized by resolution of the Council to act as a representative of the Council. The Council may delegate authority to the Executive Officer and the Publications Committee.

Section 3. Duties. The duties of the Council shall include: to provide for and maintain an office for the Organization; to be responsible for all property, real and personal, owned or held by the Organization; to select and delegate responsibilities to an Executive Officer; to cause the accounts of the Organization to be reviewed annually by an independent Certified Public Accountant at the appropriate level of service; to adopt an annual budget for the Organization; to adopt rules and regulations for the conduct of the affairs of the Organization; to appoint such agents, attorneys and others it deems necessary; to perform such other duties as are prescribed or permitted for a “board of directors” as defined by Section 7-6-2(2) of the Act or as otherwise set forth by these Bylaws.

Section 4. Meetings. There shall be at least two (2) meetings of the Council each year. Special meetings may be called by the President or President-Elect or three (3) directors serving on the Council. Seven (7) directors shall constitute a quorum. The affirmative vote of a majority of the directors present at a meeting at which there is a quorum shall be required for action by the Council on any matter, except for those matters for which the vote of a greater proportion of the directors is required by these Bylaws. Without limiting the generality of the immediately preceding sentences, a meeting of the Council shall be called after the Annual Executive Office Site Visit (as defined herein) to update the Council on the outcome of that visit. A director may participate in a meeting of the Council by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. A director participating in a meeting by this means is deemed to be present “in person” at the meeting.

Anything in these Bylaws to the contrary notwithstanding, a director may be removed as a director at any time with or without cause and with or without notice by the affirmative vote of the Council. Any vacant position among the directors (including a vacancy caused by removal or resignation) shall be filled for the unexpired portion of the term by vote of the Council.

Any corporate action required or permitted to be taken by the Council under the Act may be taken without a meeting if each director on the Council signs a written consent describing the action taken or to be taken and delivers it to the Organization for inclusion within the Organization’s records. Action taken under this Section is effective when the last director signs the written consent, unless the written consent specifies the time at which the action taken thereunder is to be effective. A unanimous consent may be circulated to the Council via e-mail and the directors may “sign” by responding in the affirmative provided each e-mail response contains the applicable director’s “electronic signature” consistent with the Rhode Island Uniform Electronic Transactions Act.

Excluding the Executive Officer, directors may not receive compensation from the Organization for service on the Council, on committees and as officers. Directors may be allowed reasonable reimbursement for expenses and fees for attendance at meetings of the Council and committees, as determined by resolution of the Council. Nothing in this Section shall be

construed to preclude any director from serving the Corporation in a capacity other than as director or officer and receiving reasonable compensation for his or her services as such.

Article V – Officers

Section 1. Elected Officers. The Organization’s “**Elected Officers**” shall be the President, President-Elect, Past President, Vice President, Secretary, Treasurer-Elect, Treasurer, Past Treasurer, and Student Representative. Each elected officer shall serve in a volunteer capacity and shall not receive a salary for her service.

Section 2. Executive Officer. The Board shall hire an Executive Officer who shall be employed by the Organization. The Executive Officer shall serve at the pleasure of and subject to the approval of the Board.

Section 3. Parliamentarian. The Parliamentarian is elected by the Members in odd-numbered years, but is not an Elected Officer.

Section 4. Ombudsperson. The Ombudsperson is appointed by the Past-President, Secretary, and Parliamentarian.

Section 5. Eligibility; Other Requirements. All officers shall be Members in good standing. Upon election, officers will sign an agreement that states they understand the duties of their position, a confidentiality agreement, and a conflict of interest agreement.

Section 6. Election. Nominations for all Elected Officers and the Parliamentarian will be made by the Nominations Committee. Elected officers shall be elected in the Fall by a vote of the Members, except that the Student Representative will be elected by the members of the Student Caucus.

Section 7. Terms of Office. The term of office of the Presidency and the Treasurer shall follow three (3)-year cycles, serving as “Elect” the first year, the President or Treasurer the second year, and as “Past” the third year. The Vice President, Secretary, and Parliamentarian serve two (2)-year terms. The Student Representative and Ombudsperson serve one (1)-year terms.

The terms of office for all officers and committee chairs will begin at the Winter Meeting following any reports presented by the outgoing officers/chairs.

Section 8. Limitations on Service. No Member shall hold more than one (1) office at a time, and no Member shall be eligible to serve more than two (2) consecutive terms in the same office. A Member having served more than half a term in an office shall be deemed to have served a full term. Service limitations also extend to journal editors and deputy editors and any other persons who receive money from the organization. Such persons, may not serve as elected officers at the same time they hold such positions. No elected officer may receive money from the Organization, with the exception of reasonable reimbursements.

Section 9. Vacancies. Should the office of President become vacant, the President-Elect shall become President automatically, to serve for the unexpired term in addition to the full term she would have otherwise served. Should the office of President-Elect become vacant, it shall be filled by the Vice President automatically, to serve for the unexpired term. Should the office of Treasurer become vacant, it shall be filled by the Treasurer-Elect automatically, to serve for

the unexpired term in addition to the full term she would have otherwise served. A vacancy in any other elected office shall be filled by the Council's appointment.

Article VI – Duties of Officers

Section 1. General Duties. Officers shall perform the duties as prescribed in these Bylaws and such other duties applicable to the office as prescribed by the Council from time to time and including attendance at meetings. Attendance at these meetings includes the directors' presence at all Council Meetings (including special Council Meetings), as well as all officers' presence at the Winter and Summer Meetings. Any officer who fails to attend these meetings without presentation of due cause to the Council shall be deemed to have resigned the office.

Section 2. President. The President shall serve as official spokesperson of the Organization and represent the Organization before the public, present policy resolutions on behalf of the Organization to the American Sociological Association (“ASA”) and other organizations or associations, chair the Winter and Summer meetings of the Members and all meetings of the Council, prepare reports on progress toward meeting organizational goals for all Council and Membership meetings, with the advice and consent of Council establish Ad Hoc Committees to accomplish particular organizational tasks, serve as a member of the Operating Budget Management Committee, and provide leadership and general supervision of the organization on behalf of the Council. The President also directly supervises the Executive Officer and is the Council's direct liaison with the Executive Officer.

Section 3. President-Elect. The President-Elect shall work with the Executive Officer on the planning for the Winter Meeting to be held in the following year, including appointing and leading the Program and/or Local Arrangements Committees, if created by the President, and planning the plenary sessions. The Program and/or Local Arrangements Committees, if any, for the Winter Meetings will include representatives of the Sister to Sister Committee and the International Committee. The President-Elect will also prepare to assume the Presidency at the conclusion of the term of office and perform such other duties as may be determined by the Council. The President-Elect shall serve as a member of the Operating Budget Management Committee. The President-Elect shall automatically fill a vacancy in the office of President.

Section 4. Past President. The Past President will chair the Nominations Committee and the Personnel Committee. The Past President may also perform such other duties as may be determined by the Council.

Section 5. Vice President. The Vice President shall chair the Membership Committee and Committee on National and Local Collaborations, survey candidates for ASA office on memberships in women's organizations and feminist commitments, and perform other duties as may be determined by the Council.

Section 6. Secretary. The Secretary shall record, report and distribute minutes of the Council and general Membership meetings, providing these in a timely fashion to the Executive Officer who will post them on the Organization's website; be responsible for the collection, safekeeping and distribution of the Organization's documents, reports and correspondence; collaborate with the other officers in drawing up agendas for Council and membership

meetings; serve on the Membership Committees, and perform such other duties as may be determined by the Council.

Section 7. Treasurer. The Treasurer, with the assistance of the Executive Officer, prepares the budget, oversees long and short-term investments, and provides general oversight to the financial operations of the Organization. The Treasurer shall serve as chair of the Operating Budget Management Committee and as a member (non-voting) of the Publications Committee; cooperate with the Executive Officer in overseeing the Organization's budget, income and expenses and annual reviews; report in writing annually to the Winter and Summer Meetings on the financial status of the organization; meet on-site annually at the Executive Office with the Executive Officer and staff; report annually in executive session to Council on the performance of the Executive Office, and perform such other duties as may be determined by the Council. The Treasurer serves on the Personnel Committee.

Section 8. Treasurer-Elect. The Treasurer-Elect assists the Treasurer in all activities pertaining to that office, prepares to assume the responsibilities of that office in succession, serves on the Operating Budget Management Committee and performs such other duties as may be determined by the Council and serves as a non-voting member of the Operating Budget Management committee. The Treasurer-Elect serves on the Personnel Committee.

Section 9. Past Treasurer. The Past Treasurer shall assist the Treasurer in preparation of the budget and in oversight of organizational investments, shall serve on the Investment Committee, and shall perform such other duties as may be determined by the Council.

Section 10. Student Representative. The Student Representative shall represent the interests of undergraduate and graduate student members of the Organization on the Council, shall chair the Student Caucus, and shall serve on the Membership Committee.

Section 11. Parliamentarian. The responsibility of the Parliamentarian is to ensure Council and the Members meetings are adhering to these Bylaws and to advise the Council when the Bylaws require revision.

Section 12. Executive Officer. The Executive Officer shall have the general powers and duties usually vested in the office of chief executive and administrative officer of a nonprofit corporation subject to any restrictions set forth in these Bylaws. The Executive Officer oversees the ongoing operations of the Organization, works with leadership to provide administrative support, and serves as a liaison with other professional organizations. The Executive Officer shall sign and oversee contracts, with Council approval, with the following exceptions: the Executive Officer's own contract which is signed by the President and Treasurer, and hotel, conference, and related vendor contracts which are signed by the President-Elect and the Executive Officer. The Executive Officer shall disperse funds within the budget approved by the Council and in a manner consistent with the purposes of the Organization. The Executive Officer shall supervise, direct, and evaluate the ongoing work of paid staff and consultants within guidelines established by the Council. The Executive Officer is responsible for collecting dues and maintaining Membership records and financial accounts. The Executive Officer works with attorneys, accountants, and other professional services; provided that contracts with such professionals shall be co-signed by the President and Executive Officer and reviewed by the

Treasurer before execution. The Executive Officer shall work with the Newsletter Editor on the production of the quarterly newsletter. The Executive Officer shall report on the status and functioning of the Organization at each General Meeting. The Executive Officer serves ex officio on the Council, the Operating Budget Management Committee, the Investment Committee, and the Publications Committee without vote and not to be counted towards quorum.

The Executive Officer shall have the authority to employ professional and clerical personnel to fill positions consistent with a budget authorized and approved by the Council. The Executive Officer shall keep the Council fully informed of, and shall freely consult with it concerning the affairs of the Organization. While the Council provides general direction and oversight of the Organization, the Executive Officer is responsible for the hiring, evaluation, and supervision of all employees and independent contractors of the Organization. The Manual shall set forth any additional information on the hiring practices of the Organization.

Section 13. Ombudsperson. The Ombudsperson shall be made available to any employee receiving compensation for their work for the Organization as an advocate to adjudicate disagreements regarding working conditions. Any conflicts under the purview of the Ombudsperson should be resolved quickly.

Article VII – Committees

Section 1. Standing Committees. The standing committees shall be as follows:

A. ORGANIZATIONAL OPERATIONS

Operating Budget Management Committee. The Operating Budget Management Committee includes the Treasurer, Treasurer-Elect, President, President-Elect, the Investment Committee Chair, the Executive Officer (non-voting) and the Publications Committee chairs (non-voting). The Treasurer chairs the committee. A subset of the Operating Budget Management Committee consisting of the President, President-Elect, Treasurer, and Treasurer-Elect and chaired by the Treasurer visits the Executive Office annually to review its organization and practices, to assure that all policies and practices are being appropriately observed, and to draft the Organization’s budget for the coming year (the “**Annual Executive Office Site Visit**”). The Treasurer and President may invite other members to participate in the Annual Executive Office Site Visit. The Treasurer prepares the Annual Executive Office Site Visit report for the Operating Budget Management Committee and the Council.

Investment Committee. The Investment Committee will consist of the Past Treasurer, three (3) to five (5) members appointed by the Council for their expertise in the area, and the Executive Officer in an advisory role. The Committee elects its own chair and members serve at the pleasure of the Council.

The Investment Committee works to build and protect the Organization’s financial resources to support the Organization's overall goals and mission into the indefinite and sustainable future. Within overall policies determined by the membership and its elected leadership, it oversees the work of any financial advisors by whom funds are administered, including recommendations concerning specific investment goals and assessments of the advisors' success in achieving those goals. It reviews periodic reports from advisors, meeting with them

in person as needed, and is the primary point of communication between the Organization and the advisors. As appropriate, the Committee will make recommendations to leadership for modification of the relationship between the Organization and its external financial advisors.

Within the Organization, the Committee keeps leadership informed of how financial assets (specific investments and reserves) are being managed and formulates recommendations for decisions relating to short-term outflow and inflow of funds including, but not limited to the extent to which current revenues and expenditures relate to longer term finances (e.g. wisdom of transfers from current surpluses into investment or reserves and/or prudent use of revenue from current investments to support current programs or new initiatives), policies for accepting bequests, donations, establishment of endowments for specific purposes and the like. More generally, it serves as a council of advice concerning the relationship between long-term financial planning and operating budgets. The Committee reports to the Council biannually on its work.

Nominations Committee. The Nominations Committee is chaired by the Past President and composed of four (4) members elected by the Members, two (2) elected each year for two (2)-year terms. If an elected Nominations Committee member resigns, the President shall appoint a replacement to complete the applicable member's term. The Nominations Committee annually develops a diverse pool of nominees for all elected Organization positions which includes Elected Officers, the Parliamentarian, chairs, and members of committees for which those positions are elected and whose terms are expiring. It is the responsibility of the Nominations Committee to ensure that candidates presented for election represent the diversity of the Organization, are cognizant of and able to carry out the responsibilities of their office, and have agreed to serve. The committee prepares a slate for submission to a vote of the Members in October of each year.

Membership Committee. Two (2) members of the Membership Committee will be elected each year by the Members to serve two (2)-year terms. The Vice President is chair, and the Student Representative and the Secretary also serve on the Membership Committee during their terms of office. The committee is responsible for 1) recruiting new members, 2) helping to integrate them into the organization, for example, via the Hand Program, and 3) serving as a liaison between the national organization and local and regional affiliates.

Committee on National and Local Collaborations. The Committee on National and Local Collaborations is chaired by the Vice President and populated by the Committee chairs as well as the liaisons from each local and regional affiliate. The Committee provides a way to maintain communication between Committee chairs in order to foster collaboration where appropriate and avoid unnecessary duplication of efforts.

Personnel Committee. The Personnel Committee is chaired by the Past President and includes the Treasurer, and the Treasurer-Elect. The Committee is responsible for reviewing the performance of the Executive Officer, at least annually, deciding on the renewal of the contract governing the Executive Officer and if necessary, terminating that contract. This Committee keeps the Council informed of personnel decisions and modifications, as appropriate given the requirement to honor confidentiality.

B. PROMOTING FEMINIST SCHOLARSHIP

Publications Committee. The Publications Committee is composed of six (6) elected members, two (2) elected by the Members each year to a three (3)-year term. The Committee elects its own co-chairs, one (1) of whom serves as junior co-chair for a year and becomes senior co-chair in the second year. The co-chairs will each serve three (3)-year staggered terms. Six (6) non-voting members include the Treasurer (Treasurer-elect may observe), *Gender & Society* Editor, *Network News* Editor, Book Review Editor and the Executive Officer. The Committee reports to the Council.

The Publications Committee oversees publications issued by the Organization, including its journal(s), newsletter, and any other publications under the auspices of the Organization. The committee's duties include (but are not limited to): negotiation of a contract with publishers for *Gender & Society*, appointment of editors for *Gender & Society* and approval of budgets for the journal, review of proposals for special issues of *Gender & Society* and appointment of the Book Review editor of *Gender & Society*. The official appointment (term of service, compensation, duties) of the Book Review Editor and *Network News* Editor is made by the Executive Officer after consultation with the Publications Committee and the Council, as appropriate.

Awards Committee. Members of the Awards Committee consist of a chair who is elected by the Members for a two (2)-year term, one (1) member who is elected by the Members for a two (2)-year term, and chairs of the various subcommittees that oversee the awards that the Organization confers. The Executive Officer serves ex officio. With the advice and consent of the committee, the chair recruits and appoints chairs for each award subcommittee for a two (2)-year cycle term in the case of annual awards and a four (4)-year cycle term in the case of alternative year awards. Subcommittee chairs turn over at the Summer Meeting. The chair of each subcommittee recruits members for that subcommittee to review nominees/applicants and select the winner of the Award. The Awards Committee chair keeps track of the terms of all members and chairs of the award-conferring committees and reports them to the Executive Office for record-keeping purposes and for posting on the website. The Awards Committee chair also is responsible for the planning and presentation of the awards it oversees and is responsible for all follow up required for specific awards.

Career Development Committee. The Career Development Committee consists of a chair elected by the Members in even years to serve a two (2)-year term, and volunteer members. It is charged with supporting the professional development of feminist sociologists at all stages of their careers.

Sister to Sister. The Sister to Sister Committee is led by two (2) co-chairs, one (1) elected by the Members each year to a two (2)-year term, served on a staggered basis. Other members are volunteers. The Sister to Sister Committee is charged with guiding the Organization toward becoming a fully inclusive organization, including identifying obstacles toward that goal, informing the leadership and members, and supporting networking and mentoring relationships among members across racial/ethnic lines.

Student Caucus. The Student Caucus is led by the Student Representative and includes volunteer members who each year elect the Student Representative for the next year from

their ranks. It is charged to promote the interests of students in the Organization through overseeing the Organization's student listserv, coordinating student functions at Summer and Winter Meetings, and undertaking projects designed to increase and maintain student membership in the Organization and meet the needs of student members. The committee works with other committees within the Organization and with the Organization's officers on issues of particular concern to student members.

C. ACTIVISM AND OUTREACH

Social Action Committee. The Social Action Committee is composed of an elected chair and volunteer members. The chair is elected by the Members in odd numbered years for a 2-year term. The charge of this committee is to engage the Organization in projects that facilitate achieving its goal of promoting social justice through local and national activism and via Members' research, teaching and community service.

Committee on Discrimination and Academic Justice. The Committee on Discrimination and Academic Justice is composed of two (2) co-chairs, elected by the Members in alternate years to two (2)-year terms, and a volunteer membership. The Committee on Discrimination and Academic Justice has two (2) charges. First, it guides the Organization's response to a member's allegations of discrimination based on gender, sexuality, race/ethnicity, disability, age and other identities that involve Members. Where appropriate to protect confidentiality, the committee will appoint a subcommittee chaired by a tenured professor. Second, it identifies structural and institutional issues in academia that are pertinent to gender, race, sexual orientation and other marginalized groups, collects pertinent data, coordinates and communicates with other organizations addressing these issues, and organizes information on best practices toward creating a just academy.

International Committee. The International Committee consists of an elected chair and volunteer members. The chair is elected by the Members in odd numbered years for a two (2)-year term. It is charged with providing the Organization with direction in supporting global and transnational feminist scholarship and gender justice, including maintaining the Organization's role as a non-governmental organization member of the United Nations and the Organization's collaboration with other international feminist organizations.

Section 2. Ad Hoc Committees. The President-Elect may appoint chairs and members to Program and/or Local Arrangements Committees for help in organizing the Winter and Summer Meetings. The President with the advice and consent of the Council may appoint chairs and members for other Ad Hoc Committees to deal with specific organizational mandates. Committee members may be self-nominated and appointed by the President. These committees shall be assigned a date or completing their work and reporting to the Council for review.

Section 3. Committees Limitation of Power. In no event shall any committee have any powers which, under the Act, may not be conferred upon a committee of the board of directors of a Rhode Island nonprofit corporation.

Article IX – Parliamentary Authority

Discussions and decisions made by the Members will be based on discussion, input, modification, and agreement-consistent with the spirit of the Modified Consensus Model set forth in *Great Boards for Small Groups: A 1-Hour Guide to Governing a Growing Nonprofit*, by Andy Robinson.

Article X – Amendment of Bylaws and/or Articles of Incorporation

Section 1. Amendments to these Bylaws and/or the Organization’s Articles of Incorporation may be proposed by any two (2) Members in writing to the Executive Officer or submitted to the Council for its advice and recommendation.

Section 2. Amendments shall be approved by a majority vote of the Council and submitted to vote by the Members. Approval of no less than 60% of those Members voting shall be necessary for adoption of Bylaws and/or Articles of Incorporation amendments.

Section 3. Whenever a Bylaw is amended or repealed, or a new Bylaw is adopted, the action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating the changes.

Article XI – Dissolution and Liquidation

The Organization may be dissolved and liquidated at any time by the affirmative vote of the Council. Upon liquidation, the assets remaining after payment of all liabilities shall be distributed pursuant to the Act, subject to and consistent with the Code and any donor imposed restrictions thereon to such charitable and/or educational organizations exempt from taxation under Sections 501(c)(3) or 501(c)(6) of the Code as may be selected by the Council, the purpose and mission of which are substantially the same as the Organization. Any remaining assets not so disposed of by the Council shall be disposed of by a court having jurisdiction over charitable corporations and assets in the State of Rhode Island, exclusively for exempt purposes, or to such organization or organizations as the court shall determine, which are organized and operated for substantially the same purposes as the Organization.

Article XII – Indemnification and Advances; Insurance

The Organization may indemnify its directors consistent with Section 7-6-6 of the Act. The Organization may also purchase and maintain insurance to provide greater indemnification than that permitted by the Act, on behalf of any individual who is or was a director, officer, employee, agent, or other representative of the Organization to the extent set forth in the policy of insurance.

Article XIII – Miscellaneous

Section 1. Conflict of Interest Policy. The Organization shall adopt and at all times maintain a conflict of interest policy, which shall be adopted, maintained, and revised from time to time by the Council. A copy of the conflict of interest policy shall be kept in the permanent records of the Organization.

Section 2. Inconsistencies with the Manual. In the event of any inconsistency between the Manual and these Bylaws, the terms of these Bylaws shall prevail.