

BYLAWS
of
The Charles Brockden Brown Society, Inc.

Approved July 7, 2020

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ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation (referred to herein as the “corporation” or the “Society”) is The Charles Brockden Brown Society, Inc.

Section 1.2 Offices. The initial registered office of the corporation shall be at 3143 Moore Humanities Bldg., Department of English, University of North Carolina at Greensboro, Greensboro, NC 27402-6170. The corporation may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin on October 1 and end on the following September 30 each year.

ARTICLE 2

Statement of Purposes

The corporation is organized exclusively for charitable, educational, and literary purposes including, but not limited to, the purpose of stimulating interest in the life, the times, and the writings of American author Charles Brockden Brown (1770-1810), and providing a forum for the exchange of ideas and information among Brown scholars and other interested persons. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the laws of the State of Delaware and which are not inconsistent with the corporation’s qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3

Members

Section 3.1 Members. The corporation shall have one class of members. Each member shall be referred to in these Bylaws as a “Society Member” or “member,” and the members shall be referred to collectively as the “Society Members” or “members.”

Section 3.2 Qualifications and Admission to Membership. Society members must have paid their dues for the current fiscal year by the annual record date set by the Board of Directors or have taken out a life membership. The Board of Directors (also known as the Executive Council) may determine additional qualifications and admissions procedures for membership in the corporation, as it deems necessary or appropriate.

Section 3.3 Annual Meeting. The annual meeting of the members shall be held each year at the place, date and time determined by the Board of Directors. The Board of Directors shall determine whether the annual meeting shall be designated a “Biennial Conference Meeting” (held as part of the Society’s biennial conference) or a “regular annual meeting.” The means by which the annual meeting is held may include the use of telephonic, electronic, or other means of communication by which all Directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting. The purposes for which an annual meeting is to be held, in addition to those prescribed by law, by the Certificate of Incorporation or by these bylaws, may be specified by the Board of Directors or the President.

Section 3.4 Special Meetings. Special meetings of the members may be called by the President or by the Board of Directors. In addition, special meetings may also be called by the Executive Secretary, or in case of the death, absence, incapacity or refusal of the Executive Secretary, by any other officer, upon written application of members representing at least twenty percent of the smallest quorum of members required for a vote upon any matter at the Biennial Conference Meeting of members. The call for the meeting may be oral or written and shall state the place, date, hour and purposes of the meeting. The means by which a special meeting is held may include the use of telephonic, electronic, or other means of communication by which all Directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 3.5 Notice of Meetings. A written notice of the place, date and time of each meeting of the members stating the purposes of the meeting shall be given by the Executive Secretary (or other person authorized by these bylaws or by law) at least seven days before the meeting to each member by delivering such notice to the member by postal mail or email at his or her mailing or email address as it appears in the records of the corporation. A written waiver of notice, executed before or after a meeting by a member or his or her attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to notice of the meeting.

Section 3.6 Quorum. Members constituting one third of the entire membership of the corporation shall constitute a quorum for a regular annual meeting or any special meeting of the members. However, the quorum for each “Biennial Conference Meeting” shall be two thirds of the entire membership.

Section 3.7 Proxies and Voting. At all meetings of the members, each member shall be entitled to one vote, either in person or by proxy. Proxies shall be in writing and shall be filed with the Secretary of the meeting, or of any adjournment thereof, before being voted. Except as

otherwise limited therein, proxies shall entitle the persons authorized thereby to vote at the meeting named therein and any adjournment thereof but shall not be valid after final adjournment of such meeting. No proxy dated more than six (6) months before the meeting named therein shall be valid, unless the proxy is coupled with an interest and provides otherwise. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 3.8 Action at Meeting. When a quorum is present at any meeting, a majority of the members present in person or by proxy and entitled to vote on a matter shall decide any matter to be voted on by the members, except where a larger vote is required by law, by the Certificate of Incorporation or by these bylaws. Any election by members shall be determined by a plurality of the votes cast, except where a larger vote is required by law, by the Certificate of Incorporation or by these bylaws. No ballot shall be required for any election unless requested by a member present in person or by proxy and entitled to vote in the election.

Section 3.9 Action by Consent. Any action to be taken at any meeting of the members may be taken without a meeting if two thirds of the members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.10 Authority. The members shall have the following powers, rights, and responsibilities in the corporation: to elect Directors and Officers at the at the Biennial Conference Meeting, or thereafter by electronic vote in accordance with the requirements of the preceding Section 3.9, and such other powers and rights as are vested in members by law, by the Certificate of Incorporation, and by these Bylaws.

Section 3.11 Resignation and Removal. By affirmative vote of at least two-thirds of all of the Society Members, any member may be involuntarily removed at any time with or without cause. No member shall be involuntarily removed from the corporation without first having the opportunity to be heard at a duly held meeting of the Board of Directors, and reasonable notice of said meeting shall be provided to all Society Members, identifying the date, time, and place of the meeting and the member whose removal is to be considered.

Section 3.12 Membership Dues. Membership dues are established by the Board of Directors and remain in effect until they are changed. All dues are payable on the first day of the fiscal year and become delinquent 60 days thereafter.

ARTICLE 4

Board of Directors

Section 4.1 Authority. The business and affairs of the corporation shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the members of the corporation by these Bylaws, the Certificate of Incorporation, or applicable law.

Section 4.2 Number and Election. The Board of Directors shall consist of between ten and fifteen Directors who shall be elected by vote of a majority of the members constituting a quorum at the Biennial Conference Meeting, or by electronic vote of two thirds of the members in accordance with the requirements of Section 3.9 of these bylaws. At least three of the Directors shall be graduate students at the time of the election. The members shall at such meeting determine the number of directors to be elected, but in the absence of a determination, the number to be elected shall be the same as the number of directors then in office.

Section 4.3 Terms of Office. Except as otherwise provided by law, by the Certificate of Incorporation or by these bylaws, Directors shall hold office until the next Biennial Conference Meeting and until their successors are elected and qualified or until their earlier resignation or removal.

Section 4.4 Meetings. The Board of Directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. Other meetings of the Board of Directors may be called by the President or by a majority of the Directors then in office by delivering notice by in writing (including by email) of the date, time, place, and purpose of such meeting to all Directors at least fifteen (15) days in advance of such meeting.

Section 4.5 Quorum and Voting. A majority of the then-serving Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the Board of Directors at which a quorum is present, a majority of those Directors present shall decide any matter, unless a different vote is specified by law, the Certificate of Incorporation, or these Bylaws.

Section 4.6 Meetings by Remote Communication. One or more Directors may attend any meeting of the Board of Directors through telephonic, electronic, or other means of communication by which all Directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 4.7 Action Without a Meeting. Any action required or permitted to be taken at any Board of Directors meeting may be taken without a meeting if consent in writing, setting forth the action taken, is signed by each of the Directors. Such consent, which may be signed in multiple counterparts, shall have the same force and effect as a vote of the Board of Directors.

Section 4.8 Notice of Meetings and Record. Notice of all meetings of the Board of Directors may be by in-person communication, electronic means, postal mail, delivery service, telephone, or by any combination of these, and notice by mail or electronic means shall be deemed given when sent to the Director's last mailing address as provided by the Director. A record of the notice shall be noted in the minutes of the Board of Directors.

Section 4.9 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any Director under the Certificate of Incorporation, these Bylaws, or the laws of the State of Delaware, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 4.10 Committees. The Board of Directors may create such standing and special committees as it determines to be in the best interest of the corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each

such committee shall submit to the Board of Directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors.

Section 4.11 Compensation. Directors as such shall not receive compensation for serving on the board but shall not be precluded from receiving reasonable compensation for services provided to the corporation in any other capacity.

Section 4.12 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the members or by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.13 Resignation. Any Director may resign by delivering a written resignation to the corporation at its principal office or to the President. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 4.14 Removal. A Director may be removed from office (a) with or without cause by vote of a majority of members entitled to vote in the election of Directors, or (b) for cause by vote of a majority of the Board of Directors then in office. No Director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Director whose removal is sought.

ARTICLE 5

Officers

Section 5.1 Officers. The Officers of the corporation shall be a President, Vice President, and Executive Secretary/Treasurer. The same person can hold more than one such office.

Section 5.2 Election. The Officers of the corporation shall be elected by vote of a majority of the members constituting a quorum at the Biennial Conference Meeting, or by electronic vote of two thirds of the members in accordance with the requirements of Section 3.9 of these bylaws. Each Officer shall hold office until a successor shall have been elected and qualified.

Section 5.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.4 Removal. Any Officer may be removed at any duly held meeting of the Board of Directors, with or without assignment of cause, by at least two-thirds affirmative vote of all Directors. No Officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Officer whose removal is sought.

Section 5.5 President. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. The President, or other proper Officer or agent of the corporation authorized by the Board of Directors, may sign any deeds, mortgages, bonds,

contracts, or other instruments which the Board of Directors has authorized to be executed. The President shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.6 Vice President. The Vice President shall assist the President as necessary and assumes the duties of the President in his or her absence.

Section 5.7 Treasurer. The Treasurer, or other proper Officer or agent of the corporation authorized by the Board of Directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the Office of Treasurer and such others as may from time to time be assigned by the Board of Directors.

Section 5.8 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books, or in a permanent electronic format with adequate back-up and security protection, provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the Board of Directors.

ARTICLE 6

Corporate Transactions

Section 6.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

Section 6.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the Treasurer, or such other Officer or agent of the corporation as from time to time may be determined by the Board of Directors. In the absence of such determination of the board, such instruments shall be signed by the Treasurer of the corporation.

Section 6.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the Board of Directors shall select.

Section 6.4 Contributions. The Board of Directors or any authorized Officer or agent may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 7

Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of Board of Directors; and a register of the names and addresses of the directors of the corporation, and these may be maintained in electronic format as appropriate provided that adequate backup and security methods are employed. All books, and records, in whatever format, of the corporation may be inspected by any Director, or agent, or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 8

Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, neither the corporation nor any Director, Officer, employee, agent, or any other representative of the corporation shall carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 9

Dissolution

A dissolution of the corporation shall require a vote of at least two thirds of its members. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the Board of Directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the laws of the State of Delaware.

ARTICLE 10

Conflicts of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected Director or Officer shall (i) fully disclose the nature of the interest and (ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. The Board of Directors may adopt additional provisions to this policy that are not inconsistent with this Article or the requirements of IRC Section 501(c)(3).

ARTICLE 11

Personal Liability

No Officer or Director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as such notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an Officer or Director to the extent that such liability is imposed by applicable law (i) for a breach of the Officer or Director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

ARTICLE 12

Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise

or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 13

Amendment to Bylaws

These Bylaws may be amended or repealed by a majority of the entire Board of Directors. The power to make, amend or repeal bylaws shall be in the members, provided, however, that the Board of Directors may make, amend or repeal the bylaws (other than the provisions of Article 12 or this Article 13) in whole or in part, except with respect to any provisions thereof which by law, the Certificate of Organization or these bylaws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Board of Directors of any bylaw, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the bylaws. Any amendment or repeal of these bylaws by the Board of Directors and any bylaw adopted by the Board of Directors may be amended or repealed by the members.

(End of Bylaws)