ARTICLE IV – DIRECTORS/EXECUTIVE COMMITTEE

Definition of Board of Directors

4.01 The Board of Directors shall be the Executive Committee.

Qualifications of Directors

4.02 The qualification for becoming and remaining a member of the Executive Committee of this Corporation are as follows:

Executive Committee members must be Members of this Corporation.

Number of Directors

4.03 The number of Executive Committee members of this Corporation will be thirteen (13).

4.04 The Executive Committee shall be comprised of the President, the First Vice President, the Second Vice President, eight voting Trustees, and two consulting Trustees.

Terms of Executive Committee Members

4.05 Term of Office:

The President shall serve a term of one year. The Past President shall serve as a Voting Trustee for a term of one year.

The Co-editor or Co-editors of Modernism/modernity shall normally serve a term of four years (renewable by vote of the Executive Committee, who, when there are multiple Co-editors, may also vary the length of appointments in order to achieve staggered terms). The Technology and Infrastructure Chair shall serve a term of three years (renewable by vote of the Executive Committee). The Contingent Faculty Representative and Graduate Student Representative shall serve terms of two years. Trustees who chair Subcommittees shall serve terms of three years.

Term of office normally begins on the final day of the annual conference, which is usually held in the fall; however, if in any year the final day of the conference precedes August 1, term of office shall begin on October 1.
Vacancies on the Board

4.06 Any vacancy occurring on the Executive Committee, and any position to be filled by reason of an increase in the number of Executive Committee members, will be filled by vote of a majority of the remaining Executive Committee. The new Executive Committee member appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

Location of Executive Committee Meetings

4.07 Meetings of the Executive Committee, regular or special, will be held at such place or places as the Executive Committee designates by resolution duly adopted.

Regular Executive Committee Meetings

4.08 Regular meetings of the Executive Committee will be held annually or otherwise as designated by the Executive Committee.

Notice of Special Meetings

4.09 Notice stating the place, day, and hours of any special meeting of the Executive Committee will be delivered to each Executive Committee member by appropriate means of communication and with reasonable notice. The notice need not state the business to be transacted at or the purpose of the meeting.

Call of Special Meetings

4.10 A special meeting of the Executive Committee may be called by either:

(1) The President.

(2) Five (5) or more Executive Committee members.

Waiver of Notice

4.11 Attendance of an Executive Committee member at any meeting of the Executive Committee will constitute a waiver of notice of that meeting, except when the Executive Committee member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not
Executive Committee

4.12 Powers:

The Executive Committee shall administer the affairs and plan the annual meeting of the MSA and shall report on its actions at the Business Meeting of the annual conference, where its activities are subject to review by the membership.

4.13 Conduct of Business:

In such meetings of the Executive Committee as are called by the President, a majority of officers and voting Trustees shall constitute a quorum of the Executive Committee and decisions shall be by a simple majority of officers and voting Trustees present unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, as amended, the Articles of Incorporation of this Corporation, or any provisions of these Bylaws. A tie vote shall be understood as a failure to pass the proposed measure.

4.14 Officers:

The officers of the MSA shall be the President, the First Vice President, and the Second Vice President. On expiration of the President’s one-year term, the First Vice President shall become President and the Second Vice President shall become First Vice President. The President shall become Past President.

4.15 Duties of Officers:

The President shall serve as chair of the Executive Committee and chair of the Business Meeting of the annual conference. The First Vice President shall serve ex officio as a member of the Programs Committee, shall assist the President in matters assigned by the President, and shall facilitate presentations and proposals by potential conference hosts at Executive Committee meetings. If necessary, the First Vice President shall assume the duties of the President. The Second Vice President shall assist the other officers as they require and shall keep minutes of Executive Committee meetings.
4.16 Trustees:

There shall be eight Voting Trustees: the Past President, the Contingent Faculty Representative, the Graduate Student Representative, and the five Subcommittee Chairs of the Executive Committee. The Subcommittees shall be as follows: Programs; Finance; Membership and Elections; International Relations; and Interdisciplinary Approaches. The Membership and Elections Subcommittee shall consist of the Membership and Elections Chair, the President, and the First Vice President.

There shall typically be two Consulting Trustees: the MSA Co-editor of Modernism/modernity and the Technology and Infrastructure Chair. Should there be more than one MSA Co-editor of the journal, the Co-editors shall determine which of them is to serve as Consulting Trustee. If they are unable to make this determination, the President shall decide. Consulting trustees shall not have the right to vote on Executive Committee business except as specified below. Consulting Trustees shall normally be included in meetings and discussions of the Executive Committee.

4.17 Duties of Trustees:

The Past President shall serve in an advisory capacity to the Officers and Trustees. The MSA Co-editor or Co-editors of Modernism/modernity shall edit one or more numbers of the journal annually and exercise other duties consequent to the position. The Technology and Infrastructure Chair shall maintain the website of the organization and assist the Membership and Elections Chair in running online elections.

The five Trustees who chair Subcommittees are responsible for carrying out the charge of their Subcommittees as determined by the Executive Committee and may appoint Subcommittee members in the numbers and with the duties determined by the Executive Committee. Basic duties shall include the following:

Programs – Planning of program for annual meeting

Finance – Collecting dues; maintaining complete and accurate financial records; overseeing expenditure of MSA funds. The chair of the Subcommittee shall act as official Treasurer of the MSA

Membership and Elections – Recruiting a diverse membership; coordinating publicity and educational materials; nominating Officers and Trustees and conducting elections
International Relations – Planning conferences to be held outside the USA and recruiting members from outside the USA

Interdisciplinary Approaches – Fostering interactions among disciplines relevant to the study of modernism. When the subcommittee has members in addition to the Chair, at least one member shall be from a discipline other than English.

4.18 Compensation:

No Officer or Trustee shall receive compensation for any service they may render to the MSA. However, Officers and Trustees may be reimbursed for expenses incurred in the performance of their duties.

4.19 Nomination and Election of Officers and Voting Trustees:

Officers and Trustees shall be elected for the terms herein set forth and shall serve until their respective successors are elected and qualified. Any member in good standing shall be eligible to serve as an Officer or Trustee. Nominations for Second Vice President and for Voting Trustees shall be made by the Membership and Elections Subcommittee. The Membership and Elections Subcommittee shall put before the membership a slate of at least two candidates for each vacancy among Voting Trustees of the Executive Committee. In the event that the Membership and Elections Subcommittee cannot arrive at a slate by consensus, one candidate for election shall be selected by the Membership and Elections Chair, one by the President, and one by the First Vice President.

Nominations for Second Vice President and Voting Trustees to fill positions coming vacant in the fall shall be solicited from the membership the January or February prior. Elections shall be held in March. Winners shall be announced in April.

A candidate may also be included on the election slate by petition of twenty (20) members in writing to the Membership and Elections Subcommittee three weeks prior to the distribution of ballots.

Subcommittee chairs in the first or second years of their terms shall ordinarily not be named as candidates for Second Vice President, unless fewer than two candidates have otherwise been nominated.
Elections shall be conducted by paper or online ballot, with appropriate controls for privacy and legitimacy, under the supervision of the Membership and Elections Subcommittee. The outcome of each election is to be determined by simple majority of the votes cast. No membership quorum shall be required for the election of an Officer or Trustee.

If any Officer or Trustee resigns or is otherwise unable to complete his or her term, the vacancy shall be filled by a majority vote of the remaining members of the Executive Committee.

4.20 Election of Consulting Trustees:

The Modernism/modernity Co-editor(s) shall be selected in the following fashion. A call for applications for the post shall go out to the membership a minimum of six months before the expiration of a present Co-editor’s term. The present Co-editor serving as Consulting Trustee, the President, and the First Vice President, comprising the Editorial Nominating Committee, shall review the applications and submit to the rest of the Executive Committee a slate of two candidates on which the Executive Committee shall vote. Any other member of the Executive Committee shall have the right to review the applications and make advisory recommendations. If the Editorial Nominating Committee fails to arrive at a slate of two candidates by consensus, up to one candidate shall be chosen by each member of the Editorial Nominating Committee, for a slate of no fewer than two candidates. The new Co-editor shall be selected from this slate by majority vote of the Executive Committee members plus the present Co-editor serving as Consulting Trustee, having one vote each.

The Technology and Infrastructure Chair shall be selected in the following fashion. A call for applications for the post shall go out to the membership a minimum of six months before the expiration of the present Technology and Infrastructure Chair’s term. The present Technology and Infrastructure Chair, the President, and the First Vice President, comprising the Technology and Infrastructure Chair Nominating Committee, shall review the applications and submit to the rest of the Executive Committee a slate of two candidates on which the Executive Committee shall vote. Any other member of the Executive Committee shall have the right to review the applications and make advisory recommendations. If the Technology and Infrastructure Chair Nominating Committee fails to arrive at a slate of two candidates by consensus, up to one candidate shall be chosen by each member of the Technology and Infrastructure Chair
Nominating Committee, for a slate of no fewer than two candidates. The new Technology and Infrastructure Chair shall be selected from this slate by majority vote of the Executive Committee members plus the present Technology and Infrastructure Chair, having one vote each.