

Constitution of the SAA

Article I: Name and Location

The name of the Corporation is the Shakespeare Association of America, hereinafter referred to as the "Association." The location of the principal office of the Association shall be fixed by resolution of the Board of Trustees. Meetings of Members and Trustees may be held at such places as may be designated by the Trustees.

Article II: Definitions

1. "Association" shall mean and refer to The Shakespeare Association of America.
2. "Member" shall mean and refer to those persons who are dues-paying participants in the work of the Association and who are thus entitled to vote. Membership is open to all Shakespeare scholars and to any other persons to whom the study of Shakespeare is important. Members shall forfeit membership if they are in default of dues three months after being billed.
3. "In writing," "written," "mail," and "mail ballot" shall be understood to include electronic forms of communication, such as e-mail and the World Wide Web.

Article III: Purposes

In addition to, and by way of amplification of, the purposes set forth in the Charter, the purposes of the Association shall be:

1. To hold annual meetings for the purpose of exchanging ideas and discussing strategies for reading, researching, and teaching the work of William Shakespeare, the cultural and theatrical milieu in which he lived and wrote, and the various roles he has played in both Anglo-American and world cultures. Sessions at the annual meeting include formal papers, seminars, workshops, performances of the plays by selected acting groups, and screenings of films based on Shakespeare's works.
2. To support and/or sponsor long-range projects of importance to Shakespearean scholarship, and, more generally, to advance the values of the humanities, as through programs for high-school teachers held in connection with annual meetings.
3. To hold meetings of Trustees and subgroups to represent the Association in planning for world congresses in Shakespeare studies.
4. To operate and maintain said Association exclusively for educational purposes so that from its operation none of its Members, Trustees, or Officers as such shall enjoy any pecuniary profits.

Article IV: Trustees

1. **Number.** The affairs of this Association shall be managed by a Board of nine (9) Trustees, who shall be Members of the Association. One member of the Board of Trustees shall be the annually elected Vice-President of the Association, automatically to become President the next year, who shall serve as Chair of the Board of Trustees during the year of his/her tenure in office as President.
2. **Term of Office.** Three (3) Trustees, one of whom will be the incoming Vice-President, will be elected annually by the membership for terms of three (3) years. A one-year term shall be defined as extending from the beginning of one annual meeting to the beginning of the next. A three-year term shall be defined as extending the length of three one-year terms.
3. **Compensation.** No Trustees shall receive compensation for any service they may render to the Association. However, Trustees may be reimbursed for expenses incurred in the performance of their duties.
4. **Nomination and Election.** Nomination for election to the Board of Trustees and for Vice-President shall be made by a Nominating Committee. Nomination may also be made by petition of twenty (20) Members in writing to the Nominating Committee six weeks prior to the distribution of the mail ballots. The Nominating Committee shall consist of a Chair, who shall be a member of the Board of Trustees, and of two or more Members of the Association. The Chair of the Nominating Committee

shall be appointed by the President of the Association prior to each annual meeting of the Members, to serve from the conclusion of that annual meeting until the conclusion of the next annual meeting following. Such appointment shall be announced at each annual meeting.

The Nominating Committee shall make at least two nominations for every vacancy on the Board of Trustees and two for the office of Vice-President. Elections shall be by secret ballot. The candidates receiving the largest number of votes will be appointed to the vacant positions.

Article V: Meeting of Trustees

1. **Regular Meetings.** Regular meetings of the Board of Trustees shall be held every year during the annual meeting.
2. **Special Meetings.** Special meetings of the Board of Trustees of the Association shall be held when called by the Chair of the Board of Trustees of the Association, or by any two Trustees, after not less than ten (10) days' notice to each Trustee.
3. **Quorum.** A majority of the number of the Trustees shall constitute a quorum for the transaction of business. Every action or decision taken by a majority of the Trustees present at a duly held meeting shall be regarded as the action of the entire Board.
4. **Action Taken without a Meeting.** The Trustees shall have the right to take any action in the absence of a meeting of the Board which they could take at a meeting of the Board by obtaining the written approval of a majority of the total number of Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees.

Article VI: Duties of the Trustees

1. **Power.** The Board of Trustees shall have the authority to: (a) adopt and publish rules and regulations governing the Association; (b) exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of this Constitution, the Charter, or the Declaration; (c) review, approve, modify, and/or decline proposals brought forward by the Program Committee, and determine the basic program for the annual meeting.
2. **Duties.** It shall be the duty of the Board of Trustees to: (a) cause to be kept a complete record of all its actions and corporate affairs and to present a statement thereof to the Members when such a statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote; (b) appoint, with at least a two-thirds majority vote, an Executive Director, who will serve in that office for an indefinite term at the pleasure of the Trustees and who will manage the day-to-day affairs of the Association; (c) supervise all officers, agents, and employees of this Association and see that their duties are properly performed; (d) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

Article VII: Officers and their Duties

1. **Enumeration of Offices.** The chief officers of this Association shall be the President (who serves also as the Chair of the Board of Trustees) and Vice-President, both of whom shall be at all times members of the Board of Trustees.
2. **Election of Officers.** The election of the President-elect (i.e., Vice-President) shall take place annually by mail ballot of the membership. No President-elect may be reelected as such until five years after the end of the initial term.
3. **Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
4. **Resignation.** Any officers may resign at any time given written notice to the Board, the President, or the Executive Director. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
5. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.
6. **Multiple Offices.** No person shall simultaneously hold more than one of the separate offices

enumerated in Article VII.

7. **Duties of the Officers.** The duties of the officers are as follows:
 1. The President or a duly delegated representative shall preside at all meetings of the Board of Trustees and at all meetings of the Members. The President shall also appoint the Chair of the Nominating Committee and the Chair of the Program Committee (who shall be Trustees and shall select the other members of these committees); the Special Committee of the Board of Trustees to nominate the Executive Director in appropriate years; and any other committees necessary to carry out the purposes and functions of the Association. The President shall also chair the Finance Committee, membership of which shall include the President, the immediate past President, the incoming Vice-President, and the Executive Director (*ex officio*).
 2. The Vice-President shall succeed to the Presidency of the Association upon the death, disability, or resignation of the President and shall automatically become President after serving one year as Vice-President. The Vice-President shall serve on the Finance Committee and as an *ex officio* member of the Program Committee when the Program Committee convenes during the annual meeting.
 3. The Executive Director shall sign all leases, mortgages, deeds, and other written instruments, promissory notes, and shall sign all checks. The Executive Director shall also cause to be recorded the votes at all meetings of the Board and Members; serve notice of meetings of the Board and of the annual meeting of the Members; keep current records showing the Members of the Association together with their addresses. The Executive Director shall also serve as Treasurer; receive and deposit in appropriate bank accounts all monies of the Association; keep proper books of account; cause a general audit of the books to be made triennially by a certified public accountant. The Executive Director shall also be responsible for the filing of the annual corporate income tax return to the United States and local government (when applicable), and for filing any reports which may from time to time be required of the Association under law. The Executive Director shall also prepare an annual statement of income and expenditures to be presented to the Board of Trustees at its regular annual meeting. The Executive Director shall be responsible for the organizing of the annual meeting of Members, its program, and its physical circumstances, and of all matters pertaining to the proper expediting of this and other meetings held by the Association or its Trustees.

Article VIII: Meeting of Members

1. **Annual Meeting.** The first annual meeting of the Members shall be held in March of 1973. A regular annual meeting of the Members shall be held each year thereafter, at the time and place designated by the Trustees. Each annual meeting shall be devoted to the study of Shakespeare. Normally, annual meetings of the membership will occur on the most practicable dates during the months of March or April.
2. **Notice of Meeting.** Written notice of meetings of the Members shall be given by, or at the direction of, the Executive Director, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member in good standing, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place(s), days, and schedule of the meeting.

Article IX: Resolutions and Other Business

1. The elections and business of the Association shall be conducted by written mail ballot.
2. All members in good standing may vote by mail ballot upon such issues as shall arise for the consideration of and presentation to the membership. Such ballots shall be prepared, mailed, and tabulated by the Executive Director upon instructions by the Board of Trustees.
3. All elections and business for consideration by the membership must be submitted by the Trustees to a mail ballot of the Members six (6) weeks before the annual meeting of the Board of Trustees.
4. Resolutions may originate with the Trustees or may be submitted to the decision of the Trustees by written petition of twenty (20) Members in good standing. Such petitions must be received by the Executive Director at least eight (8) weeks before the time of the annual meeting.
5. All issues and resolution submitted to a mail ballot shall be adopted by a majority of those voting.

Article X: Miscellaneous

The books, records, and papers of the Association shall be at all times, during reasonable business hours, subject to inspection by any Member upon petition to and approval by the Board of Trustees. The Declaration, the Charter, and the Constitution of the Association shall be available for inspection by any member at the principal office of the Association where copies may be purchased at reasonable cost.

Article XI: Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December, except that the first fiscal year shall begin on the date of incorporation.

Article XII: Amendments

Amendments to this Constitution may be proposed by the Board of Trustees or by written petition signed by at least twenty (20) Members in good standing. Such proposed amendments shall be submitted to a mail ballot of the membership and shall become effective upon approval of two-thirds (2/3) of those voting.

As Revised 2002
Approved, 1 March 2002