

BY-LAWS
OF
THE RHETORIC SOCIETY OF AMERICA

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ARTICLE I. NAME

The name of the corporation shall be The Rhetoric Society of America (hereinafter referred to as the Corporation). Official use of the Corporation's name shall be made only through the authority of the board of directors or the President.

ARTICLE II. PURPOSES

Section 2.01 Not For Profit. The Corporation is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not for Profit Corporation Act of 1986, as amended.

Section 2.02 Purposes. The purposes of the Corporation are charitable and educational in nature. The Corporation was formed to educate members and the public about the knowledge of rhetoric and promote the research, dissemination and education of rhetoric. Specifically:

- (a) The purposes of the Corporation shall be to gather from all relevant fields of study, and to disseminate among its members, current knowledge of rhetoric, broadly construed; to identify new areas within the subject of rhetoric in which research is especially needed, and to stimulate such research; to encourage experimentation in the teaching of rhetoric; to facilitate professional cooperation among its members, to organize meetings at which members may exchange findings and ideas; and to sponsor the publication of such materials dealing with rhetoric. These are the exclusive purposes of the Corporation and they shall be accomplished by the Corporation only in a charitable manner.
- (b) The Corporation will sponsor the publication of its official journal, Rhetoric Society Quarterly (hereafter referred to as RSQ).
- (c) ~~Applications for editorship will be made to a subcommittee of the Board called The Editorial Review Committee, which shall be composed of the President, a Member At Large, and a member of the Board. The Editorial Review Committee shall announce, solicit, and review applications and make recommendations to the Board, who shall have the authority to appoint the Editor or Coeditors. An Editor or Coeditors shall be appointed for a four year term through the authorization of the Board and, if appropriate, reappointed for (a) similar term(s) after a review by the Board. The Editor or Coeditors of RSQ may have their appointment terminated before the four year period by no less than a three fourths vote of the Board.~~ The Corporation will sponsor a biennial conference called The Rhetoric Society of America Conference (hereafter referred to as the Conference). The President-Elect is the Conference Director and is in charge of running the Conference. Conference sites shall be selected at least four years in advance by the Board of Directors upon recommendation by the Steering Committee. ~~The Board shall appoint a subcommittee called the Conference Site Committee. The Conference Site Committee shall be composed of the President Elect, a Member At Large, and a member of the Board. The Conference Site Committee shall announce, solicit, and review applications and make final recommendations to the Board, who will vote on the site. A~~

~~site must be selected by the Board no less than one full year before the Conference but preferably at a much earlier date. The normal month of the Conference, subject to Board review, is May.~~

- (d) In years when the Conference is not held, the Corporation shall sponsor a working meeting where junior and senior scholars join in a study of selected topics in rhetoric. This meeting shall be called the Rhetoric Society of America Institute (hereafter referred to as the Institute). The Board shall select sites and the President shall appoint Institute Steering Committees at least two years in advance of each Institute.

Section 2.03 Rules. The following rules shall conclusively bind the Corporation and all persons acting for or on behalf of it:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth herein. 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 not participate in, or 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 by-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (b) Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal law), as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- (c) The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, color, religion, national origin, gender, gender identity, sexual orientation, age, disability, citizenship, or veteran status.~~race, religion, or creed.~~

Section 2.04 Conflicts of Interest.

- (a) Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence policies or actions of the Corporation which involve or could ultimately harm or benefit financially: (i) the individual; (ii) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (iii) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.
- (b) Disclosure of Conflicts of Interest. A director or officer shall disclose a conflict of interest: (i) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the board of directors or any committee thereof; (ii) prior to entering into any contract or transaction involving the conflict; (iii) as soon as possible after the director or officer learns of the conflict; and (iv) on the annual conflict of interest disclosure form. The Executive Director of the Corporation shall distribute annually to all directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 4 of this Article II was used.
- (c) Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Executive Director of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the board of directors before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the board of directors shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The board of directors shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The board of directors shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

- (d) Validity of Actions. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or

voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the board of directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the board of directors or committee, and the board of directors or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officers. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or committee which authorizes such contract or transaction, although such interested officer's or director's vote will not be counted in determining whether such contract or transaction is authorized by the board of directors or committee. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested director or officer should not be present at the meeting.

ARTICLE III. REGISTERED OFFICE AND AGENT

Section 3.01 Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the board of directors may from time to time determine.

ARTICLE IV. MEMBERS

Section 4.01 Classes of Members. Membership in the Corporation and its divisions is open to persons interested in promoting the Corporation's purposes. The annual fees and procedures for the Corporation shall be published in each issue of the Corporation's official journal. Although styled as "members," such persons shall not be considered "members" within the meaning of 805 ILCS 105/107.03 and shall have only those rights specifically provided to them pursuant to these bylaws.

Section 4.02 Voting Rights. Except solely as provided herein, members shall not have voting rights. However, from time to time the board of directors may, following approval by resolution adopted by the board, submit a matter to the members for a vote, and in such event each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4.03 Resignation. Any member may resign by filing a written resignation with the Executive Director of the Corporation.

Section 4.04 Termination of Membership. The board of directors by the affirmative vote of two-thirds of all the members of the board, may terminate a member's membership in the Corporation.

**ARTICLE V.
MEETING OF MEMBERS**

Section 5.01 Annual Meeting. There shall be no requirement to hold annual meetings of the members.

Section 5.02 Special Meeting. Special meetings of the members may be called by the board of directors.

Section 5.03 Place of Meeting. The board of directors may designate any place, either within or without the State of Illinois, as the place of meeting for any meeting called by the board of directors.

Section 5.04 Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by electronic mail, or by postal mail, to each member not less than five nor more than sixty days before the date of such meeting, by or at the direction of the President or the Executive Director. The purpose for which the meeting is called shall be stated in the notice. If sent by postal mail, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. Any member may waive notice of any meeting.

Section 5.05 Informal Action by Members. Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of members entitled to vote, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all of the members entitled to vote with respect to the subject matter thereof or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members are entitled to vote thereon were present and voting.

Section 5.06 Quorum. The members holding at least a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5.07 Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

**ARTICLE VI.
OFFICERS**

Section 6.01 Officers. The officers of the Corporation shall be an Immediate Past President, a President, a President Elect, and an Executive Director, ~~an Editor of RSQ, a Membership Officer, and such other officers as may be determined by the board of directors~~. The board of directors may elect or appoint such other officers as it shall deem desirable, such officers to have

the authority to perform the duties prescribed from time to time by the board of directors. Any two or more offices may be held by the same person. Officers need not be residents of Illinois.

Section 6.02 Election, Appointment and Term of Office. A subcommittee of the board, called the Nominating Committee, composed of the Immediate Past President, a member of the board, and a member-at-large, shall nominate a current or former member of the board for the office of President Elect. Ratification of the nominated board member is constituted by securing a majority of votes from the board. President Elect shall succeed to the office of President. The President Elect shall be announced in the fall preceding the election year. The Immediate Past President, President and President Elect shall all hold such positions for two years, and they shall sit *ex officio* as voting members of the board. The board shall, at its discretion, appoint an Executive Director, who shall be reviewed periodically by the board. The board shall appoint one member of the Corporation to act as Membership Officer whose term is at the discretion of the board. The Executive Director, Membership Officer, and editor of RSQ will sit *ex officio* as non-voting members of the board.

Section 6.03 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 6.04 President. The President shall be the presiding officer of the board and shall in general supervise and control all of the affairs of the Corporation. He/She shall preside at all meetings of the board of directors and shall be the Chairman of the Board. The President may sign, with any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the Corporation; and in general 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 6.05 President Elect. The President Elect shall assist the President and has responsibility for planning the Corporation's biennial conference.

Section 6.06 Immediate Past President. The Immediate Past President shall assist and advise the President on matters dealing with policy and procedures.

Section 6.07 Executive Director. At its discretion, the Board shall appoint an Executive Director whose appointment will be reviewed periodically by the Board. The Executive Director shall be assigned duties deemed appropriate by the board and shall sit as a non-voting member of the Board.

Section 6.08 Membership Officer. At its discretion, the Board shall appoint a Membership Officer whose appointment will be reviewed periodically by the Board. The membership officer shall assist in acquiring and retaining members of the Corporation and shall sit as a non-voting member of the Board.

ARTICLE VII. BOARD OF DIRECTORS

Section 7.01 General Powers. The affairs of the Corporation shall be managed by its board of directors. The board shall be the principal policy-making body of the Corporation and shall be responsible for promoting the Corporation's purposes.

Section 7.02 Composition, Tenure and Qualifications. The board of directors shall consist of ~~ten nine~~ members of the Corporation elected by the members of the Corporation. The Nominating Committee will post a "call for nominations" and compile a slate of two candidates for each open seat on the Board from names submitted. No number of supporting signatures are required and members are encouraged to self nominate. Ballots will be sent to the Corporation members in fall/winter and election announcements made in the spring. Efforts will be made to have members of the board represent various disciplines, such as speech communication, classics, English, and philosophy, as well as region, race, and gender. At least two of the members of the board shall be student members. Each member will serve a four-year term except the designated student members, who each will serve a two-year term. ~~At least one of the members of the board shall be a student member. The board shall be the principal policy-making body of the Corporation and shall be responsible for promoting the Corporation's purposes.~~ Directors need not be residents of Illinois. Excluding extraordinary conditions, it is the responsibility of directors to attend all meetings of the board.~~the Society conferences.~~

Section 7.03 Elections. Elections to the board are held every two years, so that approximately half the members of the board are retained and the other half terminated at each election ~~(i.e. 4/5 members). An electoral contest for the designated student member, who serves a two-year term, must be on the ballot every two years, subject to the provisions of this Section 3.~~ The Nominating Committee is responsible for announcing, soliciting, and managing the election of the board. If for any reason deemed appropriate by two-thirds the majority of the board, a member is unfit, unwilling or otherwise unable to perform duties of the board he/she may be replaced by an individual appointed by the board and that appointed member shall complete the term of appointment held by the outgoing member. ~~Efforts will be made to encourage a student caucus, out of which a student board member will be elected for a two-year term. If a caucus is not possible, nominations for elections should indicate the status of the student when appropriate.~~ In addition to the designated student members, it is also possible for students to be elected to the board for a normal four-year term, provided that they are nominated for such a position. ~~student declares nomination for that role and is elected on that.~~

Section 7.04 Regular Meetings. The Board of Directors normally will meet twice per calendar year ~~A regular annual meeting of the board of directors shall be held~~ at such times and places as may be designated by the President or a majority of resolution by the board of directors. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 7.05 Special Meetings. Special meetings of the board of directors may be called by or at the request of the President or any two directors. The person or persons authorized to call

special meetings of the board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the board called by them.

Section 7.06 Notice. Notice of any special meeting of the board of directors shall be given at least three days previously thereto by written notice delivered personally, sent by electronic mail, or sent by postal mail or telegram to each director deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by postal mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited in the United States mail. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The board of directors, at its discretion, may invite anyone the Book Review Editor of RSQ, the Webpage Coordinator, and/or any other relevant member of the Corporation to attend a board meeting as a resource person.

Section 7.07 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7.08 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provided by law or by these by-laws.

Section 7.09 Informal Action by Directors. Any action required to be taken at a meeting of the board of directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 7.10 Removal. Any director may be removed by resolution of a majority of the board of directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 7.11 Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director selected to fill a vacancy shall serve until the next regularly scheduled election, at which point a successor will be elected for the unexpired term, if any, of his or her predecessor in office.

Section 7.12 Compensation. Directors shall not receive any salaries for their services.

ARTICLE VIII. COMMITTEES

Section 8.01 Steering Committee of the Board. The Steering Committee of the Board shall be composed of the President, President Elect, Immediate Past President, and Executive Director. The President shall chair the committee. This is an executive committee of the board and is responsible for administering the affairs of the Corporation. Should they be equally divided on any vote, the matter shall be referred to the full Board of Directors.

~~Section 8.02 Nominating Committee. Editorial Review Committee. The Editorial Review Committee shall be comprised of the President, a member at large, and a member of the board. The Editorial Review Committee shall announce, solicit, and review applications and make recommendations to the board, who shall have the authority to appoint the Editor or Coeditors of the Corporation's official journal, *Rhetoric Society Quarterly* (RSQ). An Editor or Coeditors shall be appointed for a four-year term through the authorization of the board and, if appropriate, reappointed for (a) similar term(s) after a review by the board. The Editor or Coeditors of RSQ may have their appointment terminated before the four-year period by no less than a three-fourths vote of the board. The Nominating Committee shall consist of the Immediate Past President, one member of the Board appointed by the President, and one member-at-large appointed by the President. The Nominating Committee shall nominate a candidate for President Elect and two candidates for each open seat on the Board, as provided in Article VI, Section 2.~~

~~Section 8.03 Awards Committee. The President shall appoint at least three members to the Awards Committee, at least one of whom must be a member of the board. A member of the board shall chair the committee. The committee shall serve a two-year term, with the immediate past chair serving an additional two years as a member of the committee. The chair may, at his or her discretion, appoint additional committee members and establish subcommittees. The committee will select the recipients of awards as provided for in Article IX, Section 3.~~

~~Section 8.04 Publications Committee. The President shall appoint at least three members to the Publications Committee, at least one of whom must be a member of the board. The committee shall serve a two-year term. The committee shall review and make recommendations concerning current or proposed publications of the Corporation, and shall nominate a candidate for editor of *RSQ*, subject to the approval of the board, to serve a four-year term.~~

~~Section 8.05 Institute Steering Committee. The President shall appoint the Institute Steering Committee, which shall consist of the Institute Director(s), the local host, a previous Institute Director, a previous local host, one member of the Board, and one student. Additional members may be appointed at the discretion of the President. The committee will plan and administer the biennial Institute. Their term shall expire at the close of the Institute for which they are responsible.~~

~~Section 8.06 Committee on Equity and Diversity. The President shall appoint at least three members to the Committee on Equity and Diversity who shall serve a two-year term. The committee should study, make recommendations, and develop programs to enhance equity and diversity within the academic field of rhetorical studies.~~

~~Section 8.07 Committee on Interdisciplinary and Interorganizational Cooperation. The President shall appoint at least three members to the Committee on Interdisciplinary and Interorganizational Cooperation, who shall serve a two-year term. At least one shall be a Board member, who will chair the committee, and at least one shall be a member-at-large. The committee shall study and make recommendations concerning how the Corporation and other like-minded organizations can collaborate for their mutual benefit.~~

Section 8.08 Additional committees and task forces may be appointed by the President or by the Board of Directors. They will be discharged when their task is completed or when the term of the President expires, unless they are renewed.

~~Conference Site Committee. The board of directors shall appoint a subcommittee called the Conference Site Committee. The Conference Site Committee shall be composed of the President Elect, a member-at-large, and a member of the board. The Conference Site Committee shall announce, solicit, and review applications and make final recommendations to the board, who will vote on the site. A site must be selected by the board no less than one full year before the Conference but preferably at a much earlier date. The normal month of the Conference, subject to board review, is May.~~

~~Committee on Awards. The President shall appoint a committee, to be called the Committee on Awards, consisting of at least three members and chaired by a current member of the board. The Committee shall serve a term of two years, with the immediate past chair of the Committee serving an additional two years as a member of the Committee. The Chair of the Committee may, at his or her discretion, appoint additional committee members and establish subcommittees to review nominees for awards.~~

~~Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the board whenever in their judgment the best interests of the Corporation shall be served by such removal.~~

~~Term of Office. Each member of a committee shall continue as such until the next annual meeting of the board of directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.~~

Section 8.09 Chair. One member of each committee shall be appointed chair.

Section 8.10 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.11 Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.12 Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

ARTICLE IX. AWARDS

Section 9.01 Charles Kneupper Award. The Editor and the Editorial Board of RSQ are charged with the duty and privilege of awarding The Charles Kneupper Award annually for the outstanding contribution made to RSQ of that year. Any contribution deemed appropriate to the Editor and his or her Editorial Board – essay, review, bibliography, etc.– is eligible for consideration. Official notification of the award will appear in RSQ.

Section 9.02 The Gerard A. Hauser Award. This award recognizes outstanding student papers at the biennial RSA conference. Selection is made by a committee appointed by the conference planner.

Section 9.03 Other Awards. The Committee on Awards is charged with the duty and privilege of soliciting and receiving nominations, and recommending to the board candidates for the following awards:

- (a) The George E. Yoos Distinguished Service Award – For a member of the Corporation who has made sustained contributions to the Corporation and the field of rhetoric;
- (b) The RSA Dissertation Award – for the best dissertations in the field of Rhetorical Studies completed by a student member of the Corporation within the past year;
- (c) The RSA Book Award – for a distinguished book length contribution to scholarship in Rhetorical Studies authored by a member of the Corporation and published within the past year. The Committee on Awards may at its discretion also nominate candidates for the honor of Fellow of the Rhetoric Society of America.

Recipients of the George E. Yoos Distinguished Service Award shall, by virtue of the award, become Fellows of the Corporation. Additional Fellows of the Corporation may from time to time be created by the board in recognition of sustained and distinguished scholarship, teaching, and/or service to the field of rhetorical studies. Designation as a Fellow by the board of directors shall be upon nomination by the Committee on Awards or by at least three members of the Corporation not members of the board, and shall require a favorable vote by three quarters of the members of the board. Persons designated as Fellows of the Corporation shall remain so in perpetuity. The Fellows of the Corporation shall have no formal duties, but may from time to time be called upon by the officers and the board for counsel and assistance. The Fellows of the Corporation may also, at their own discretion and initiative, deliberate on issues of concern to the field and make recommendations to the board and officers.

The Committee on Awards shall report its selections and recommendations to the board at least two months prior to the RSA Conference. Recommendations for appointment as Fellows of the Rhetoric Society of America or for the Yoos Award shall be approved by three-quarters of the Board. The board shall receive, review, and vote on the Committee's recommendations, and upon a vote of ¾ of the board members shall make awards in the name of the Corporation at its Conference.

~~Recipients of the George E. Yoos Distinguished Service Award shall, by virtue of the award, become Fellows of the Corporation. Additional Fellows of the Corporation may from time to time be created by the board in recognition of sustained and distinguished scholarship, teaching, and/or service to the field of rhetorical studies. Designation as a Fellow by the board of directors shall be upon nomination by the Committee on Awards or by at least three members of the Corporation not members of the board, and shall require a favorable vote by three quarters of the members of the board. Persons designated as Fellows of the Corporation shall remain so in perpetuity. The Fellows of the Corporation shall have no formal duties, but may from time to time be called upon by the officers and the board for counsel and assistance. The Fellows of the Corporation may also, at their own discretion and initiative, deliberate on issues of concern to the field and make recommendations to the board and officers.~~

Section 9.04 The board may create additional awards and honors, together with procedures and criteria for them, at its discretion.

ARTICLE X. AFFILIATE ORGANIZATIONS

Section 10.01 Affiliate Organizations. The board of directors may, upon petitions from an association whose objectives are in harmony with those of the Corporation's, grant to such an organization the status of Affiliate Organization.

ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 11.01 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 by-laws, 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 to specific instances.

Section 11.02 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the President or the President Elect or Immediate Past President of the Corporation.

Section 11.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 11.04 Gifts. The board of directors 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 XII.
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors.

**ARTICLE XIII.
FISCAL YEAR**

The fiscal year of the Corporation shall be January 1 to December 31, or such other period determined by the board of directors.

**ARTICLE XIV.
WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the Illinois Not For Profit Corporation Act of 1986, as amended, or under the provisions of the Articles of Incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XV.
AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted under a process initiated by a majority of the board. After no fewer than thirty days following the distribution of a proposed amendment, a full-membership ballot shall be distributed by the President to every member of the Corporation. A two-thirds majority of those voting shall be required for amendment.

**ARTICLE XVI.
INDEMNIFICATION**

The Corporation shall indemnify all officers and directors of the Corporation to the fullest extent permitted by applicable law and shall be entitled to purchase insurance for such indemnification of officers and directors to the fullest extent determined from time to time by the board of directors of the Corporation.

[Adopted May 1993](#)
[Amended September 2002](#)
[Amended December 2008](#)