

Proposed Bylaws
March 24, 2018 Board Meeting
Proposed Changes Highlighted

The Jane Austen Society of North America – Southwest
BYLAWS
For Vote at Spring 2018 Meeting

Article 1. Name, Purpose and Membership

Section 1. The name of this organization is the Jane Austen Society of North America – Southwest (JASNA Southwest), an official region of the Jane Austen Society of North America (JASNA), which is a non-stock corporation organized pursuant to the general corporation laws of the State of Maryland.

Section 2. Its purpose is to encourage the study of the life and works of Jane Austen, acting exclusively as a nonprofit educational and literary organization, in the following ways: providing a meeting place, arranging for lectures, publishing informative newsletters and bulletins for members, encouraging the formation of reading groups, and accepting and disbursing funds to be used for these and other related activities.

Section 3. No substantial part of the activities of this organization shall consist of carrying out propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for political office.

Section 4. Membership in JASNA Southwest is open to anyone who joins JASNA and either lives in the JASNA Southwest Region or selects JASNA Southwest as a primary or secondary region.

Article 2. Governance

Section 1. The affairs of JASNA Southwest are conducted by a Board of Directors consisting of

- President and Regional Coordinator
- Program Planner(s)
- Event Planner
- Meeting Concierge(s)
- Meeting Registrar
- Assistant Meeting Registrar
- Meeting Promotion Coordinator
- Press Liaison
- Secretary

- Treasurer
- Assistant Treasurer
- Newsletter and Social Media Editor
- Membership Manager
- Membership Assistant
- Webmaster
- Festival of Books Manager
- Book Sales Manager
- Archivist
- Parliamentarian
- Promotional Materials Coordinator
- Workshop Planner(s)
- Education Outreach Coordinator
- Board IT Support
- Past Regional Coordinator

Section 2. Members of the Board may be elected to serve more than one Board role.

Section 3. Members of the Board of Directors are elected at an annual meeting by majority vote of the members in attendance; the members of the Board of Directors shall hold office for two years and are eligible for reelection to it. Regional Coordinators are limited to three consecutive two-year terms of office per the JASNA Bylaws.

Section 4: When a Board vacancy occurs between biennial elections, the President, with the advice and consent of the Board of Directors, may appoint a replacement to fill out the term.

Section 5. The duties of the members of the Board of Directors are as follows:

- ☞ The **President and Regional Coordinator** shall (1) have general charge of the affairs for the society, subject to the direction and determination of the Board of Directors, (2) conduct meetings of the Board and the entire membership, (3) communicate with JASNA on behalf of JASNA Southwest, (4) coordinate the JASNA Southwest Reading Groups, (5) appoint the chair and members of each standing and ad hoc committee determined by the Board, and (6) serve as ex-officio member of all committees except the Nominating Committee.
- ☞ The **Program Planner(s)** shall (1) plan the content and agenda of the membership meetings and programs of the organization, (2) recruit speakers for all meetings and programs, and (3) perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- ☞ The **Event Planner** shall (1) select and negotiate venues for all meetings and programs of the organization, (2) arrange for refreshments, physical set up and

technology needed for all meetings and programs, and (3) perform such other duties as from time to time may be assigned by the President or the Board of Directors.

☞ The **Meeting Concierge(s)** shall (1) oversee operations on the day of each meeting and program, (2) recruit and assign volunteers to handle activities at each meeting and program, and (3) perform such other duties as from time to time may be assigned by the President or the Board of Directors.

☞ The **Meeting Registrar** shall (1) oversee the creation and distribution of registration forms for all meetings and programs of the organization, (2) manage online registrations, (3) manage check-in and onsite registration, and (4) perform such other duties as from time to time may be assigned by the President or the Board of Directors.

☞ The **Assistant Meeting Registrar** (1) assist the Meeting Registrar in the performance of all duties, (2) assume complementary duties with the Meeting Registrar as assigned, and (3) perform such other duties as from time to time may be assigned by the President or the Board of Directors.

☞ The **Meeting Promotion Coordinator** shall (1) create and distribute announcements for all meetings and programs of the organization, and (2) perform such other duties as from time to time may be assigned by the President or the Board of Directors.

☞ The **Press Liaison** shall (1) create and issue press releases to local news outlets for the purpose of broadening knowledge of Jane Austen among the general public and encouraging membership in JASNA and JASNA Southwest, (2) send reports of JASNA Southwest activities to the JASNA newsletter, (3) send advance notice of meetings to the JASNA Vice-President for Regions for posting on the JASNA Events web pages, and (4) perform such other duties as may from time to time be assigned by the President or Board of Directors.

☞ The **Secretary** shall (1) record the minutes of all Board meetings and distribute them to the Board members after each meeting, (2) maintain the roster of Board members, and (3) perform such other duties as from time to time may be assigned by the President or Board of Directors.

☞ The **Treasurer** shall (1) have general charge of funds received and disbursed, including depositing membership fees, meeting fees and donations, paying JASNA Southwest expenses and reimbursing members for out-of-pocket expenses, (2) prepare the appropriate reports on each meeting and program as well as the yearly financial reports, (3) divide duties with the Assistant Treasurer so that there is appropriate balance and oversight over financial matters, including a separation between the authorizing of expenses and the disbursement of funds, and (4) perform such other duties as may from time to time be assigned by the President or Board of Directors.

☞ The **Assistant Treasurer** shall (1) assist the Treasurer in the performance of all duties, (2) assume complementary duties with the Treasurer as assigned to ensure

appropriate balance and oversight over financial matters, and (3) perform such other duties as from time to time may be assigned by the President or the Board of Directors.

- ☞ The **Newsletter and Social Media Editor** shall (1) oversee the writing of the electronic newsletter, (2) publicize and report on the meetings of the organization, including reading group meetings, and (3) perform such other duties as from time to time may be assigned by the President or Board of Directors.
- ☞ The **Webmaster** shall (1) manage the JASNA Southwest website, (2) ensure that information on the website is current with correct and timely information, and (3) perform such other duties as may from time to time be assigned by the President or Board of Directors.
- ☞ The **Membership Manager** shall (1) manage electronic membership records for JASNA Southwest obtained from JASNA, (2) manage an electronic mailing list of interested nonmembers, (3) collect and record the information for all members—including name, address, email address, phone numbers, talents and professional abilities—and maintain a timely and accurate membership roster, (4) liaise with JASNA on membership issues, and (5) perform such other duties as may from time to time be assigned by the President or Board of Directors.
- ☞ The **Membership Assistant** shall (1) assist with all membership recordkeeping, (2) manage the nonmember email list, and (3) perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- ☞ The **Festival of Books Manager** shall (1) organize and manage the Festival of Books booth, and (2) perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- ☞ The **Book Sales Manager** shall (1) negotiate with bookstore to secure books to sell at JASNA Southwest events, including the Festival of Books, (2) manage the sales operation and cashiering, and (3) perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- ☞ The **Archivist** shall (1) maintain records of JASNA Southwest meetings, events, board members, board minutes, bylaws, publications and financial records for archival purposes, and (2) perform such other duties as may from time to time be assigned by the President or Board of Directors.
- ☞ The **Parliamentarian** shall (1) ensure that the business of this association is conducted in accordance with these Bylaws and the current edition of *Robert's Rules of Order*, (2) prepare Bylaws revisions at the direction for the Board for vote by the membership, and (3) perform such other duties as may from time to time be assigned by the President or Board of Directors.
- ☞ The **Promotional Materials Coordinator** shall (1) coordinate the planning and design for all promotional materials, (2) select vendors and negotiate the production

of all promotional materials, and (3) perform such other duties as from time to time may be assigned by the President or the Board of Directors.

- ☞ The **Workshop Planner(s)** shall 1) plan workshops of interest to the members of the organization, (2) recruit instructors and arrange materials as needed for all workshops, and (3) perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- ☞ The **Education Outreach Coordinator**, shall (1) recruit members and coordinate the activities of the Educational Outreach Committee to develop a network of librarians, teachers and interested parties to develop teaching materials related to Jane Austen’s novels and era, (2) report to the Board on the activities, suggestions and funding requests of the Education Outreach Committee, and (3) perform such other duties as may from time to time be assigned by the President or Board of Directors.
- ☞ The **Board IT Support** shall (1) implement and maintain software and systems to support Board activities, including an email list and a shared document site, and (2) perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- ☞ The **Past Regional Coordinator** shall (1) act as advisor to the current Board in order to maintain continuity of purpose, and (2) perform such other duties as may from time to time be assigned by the President or Board of Directors.

Section 6: Board Advisors. The Board may appoint Advisors, without the need for an election, to serve for a specified term, with the possibility of re-appointment. Board Advisors need not attend Board Meetings unless requested by the President for discussion of a specific topic. Board Advisors receive copies of the Board minutes, provide input as requested by the President and communicate their suggestions to elected Board members.

Section 7: Ad-Hoc Committees. Ad-hoc, or Special Committees, are created for a particular purpose and go out of existence once that purpose is achieved. One such ad-hoc Committee will be the Nominating Committee. The Chair of the Nominating Committee will be appointed by the Board of Directors every second year to provide nominees for offices. The Nominating Committee Chair may appoint two to four additional members. Every two years, the Nominating Committee schedule shall be:

- Nominating Committee Chair is appointed by Board of Directors by September 1.
- The slate of officers is published in the Newsletter and by email preceding the Winter Meeting.
- The election is held at the Winter Meeting.
- New officers are inaugurated as of the following January 1.

Section 8: The parliamentary authority of JASNA Southwest, wherever applicable and when not inconsistent with the Bylaws of JASNA Southwest, shall be the current edition of *Robert’s Rules of Order*.

Article 3. Meetings

Section 1. There shall be at least two general meetings of JASNA Southwest each year, usually in the spring and winter, for business, programs and other activities as are in keeping with the purpose of the organization.

Section 2. The Board of Directors shall meet at least four times a year, either in person or electronically, and at other times as called for by the press of business.

Article 4. Fiduciary Responsibility and Dissolution

Section 1: The property of JASNA Southwest is irrevocably dedicated to the purposes stated. The Board of Directors and members providing assistance to the Officers will receive no remuneration. However, Officers and members may receive reimbursement for out-of-pocket expenses associated with the events and purposes described above upon presentation of appropriate receipts.

Section 2: In the event of the liquidation or dissolution of JASNA Southwest, no part of its assets shall be distributed to or for the benefit of the Board of Directors, members or any private individual; and any assets remaining, upon adoption of resolutions to liquidate or dissolve, after payment of all debts and liabilities, shall be surrendered to JASNA.

Article 5 Amendments to Bylaws

Proposed amendments to the bylaws of JASNA Southwest may be made at any of the regular meetings of the Board of Directors. Those proposed amendments approved by the Board must then be submitted in writing at least 30 days prior to the next general meeting of JASNA Southwest, and adoption shall require a vote of two-thirds of those present at that general meeting.