

# **Constitution of the College English Association, Inc.**

## **Preamble**

The College English Association is a professional society of scholar-teachers initiated in 1938, organized in 1939, and incorporated originally on September 28, 1954. Purposes of the Association are (1) to provide opportunities for discussion of the preparation and professional improvement of college teachers of English through annual and special national meetings, regional meetings, serial and occasional publications, and conferences with representatives of other professional organizations; (2) to encourage the humane as well as the immediately practical study of language and literature; (3) to maintain and develop the functions of English studies as a major element in American higher education; (4) to promote fruitful interrelationships among English and other disciplines; (5) to interpret the relationships of the study and teaching of English to society at large; and (6) to receive and administer gifts, donations, and bequests for these purposes.

## **Article I: Statutes of the Association**

The Agreement of Association drawn up on June 17, 1954, is hereby made a part of the Constitution of the Association. This Constitution and the officially adopted Bylaws comprise the statutes of the College English Association, Inc.

## **Article II: Membership of the Association**

Membership in the College English Association, Inc., shall be open to all individuals who teach, are in training to teach, or have taught English in institutions of higher education, including colleges of liberal arts, colleges of education, junior and community colleges, technical institutes, universities, and graduate schools. Eligible applicants will be registered as members of the Association upon payment of dues. Emeritus and Honorary memberships, with or without payment of dues, may be provided as the Board of Directors of the Association sees fit.

## **Article III: Dues**

Annual membership dues shall be as fixed by the directors of the corporation and approved by the Association at the annual meeting; they shall be payable as of September 1. Members dropped from the rolls for non-payment of dues may thereafter, upon petition to the Treasurer, be readmitted to membership with payment of current dues.

## **Article IV: Transaction of Association Business**

Except for elections, business of the College English Association shall normally be conducted at annual or special meetings as provided in Article V. Article V also specifies certain special conditions under which decisions of the Association

may be arrived at by mail vote of the membership. Additionally, any specific proposal may be put to a mail vote of the membership if such a vote is petitioned by twenty or more members and if a majority of the Board of Directors expressly approves such a canvass. Petitions for a mail vote shall be addressed to the Executive Director.

When a vote by mail is to be taken, the Executive Director must on a single day mail a ballot on the proposal, accompanied by an explanation of issues involved, to all individuals on the official membership roll provided by the Treasurer. Votes must be counted at least thirty days and not more than forty days after that mailing. The mail vote on a proposal is valid only if at least one hundred ballots have been returned to the Executive Director by the time of counting.

## **Article V: Meetings**

### Section 1: Meetings for the Transaction of Business

An annual meeting for the conduct of business of the Association shall be held at a time and place determined by the Board of Directors. Notification of the annual meeting shall be given to all members of the Association at least two months in advance of the date set for it. Announcement in a serial publication of the Association shall be deemed to satisfy the requirement for notification.

Special meetings for the conduct of business of the Association may be called by the President and a majority of the Board of Directors when they deem them advisable, but such meetings may be held only if all members are given at least one month's advance notice of them. Announcement in a serial publication of the Association shall be deemed to satisfy the requirement for notification.

Proxies may be counted at annual and special meetings if they are in writing, if they apply to the specified meeting only, and if they are authenticated by the Executive Director before the business meeting of the Association is called to order; but no individual member present at a meeting may vote more than one proxy.

Twenty-five members of the Association (the count including authenticated and qualified proxies) shall constitute a quorum at any annual or special meeting, and the transactions and decisions of that quorum shall be binding upon the whole Association. If a quorum is not present at a particular annual or special meeting, action taken at that meeting must be referred by mail to the whole membership of the Association; in this event, action taken at the meeting shall be binding upon the Association unless at least one hundred votes are returned to the Executive Director within thirty days after submission of ballots to the membership and unless fifty percent or more of the votes received by the Executive Director within thirty days after submission to the members are in the negative.

Any transaction or decision of an annual or special meeting, if challenged in writing by a petition signed by forty or more members of the Association and

delivered to the Executive Director within thirty days after the meeting, must be submitted by mail to the whole membership in the manner required in the absence of a quorum. The challenge will be sustained only if it is supported by a majority of the votes received by the Executive Director within thirty days after submission of the issue to the membership and provided further that at least one hundred votes on the matter are received by the Executive Director within the thirty-day period.

Expenses deemed by the Executive Committee necessary for holding annual and special meetings for the conduct of business shall be met with funds from the Treasury of the Association, provided that funds for such expenditure are certified by the Treasurer to be available.

## Section 2: Meetings not for the Transaction of Business

Conference and other meetings not for the purpose of taking formal action binding upon the Association may be arranged under conditions and at times and places approved by the Executive Committee. Appropriations from the Association Treasury for financial support of such meetings may be recommended by the Executive Committee if the Treasurer certifies that the money requested is available, but they shall be made only with majority approval of the Board of Directors voting as provided in Article VIII, either at a meeting of the Board or in response to a canvass by mail.

## Article VI: Officers

### Section 1: General Provisions

The officers of the Association shall be a President; two Vice-Presidents; an Executive Director; a Treasurer; a National Coordinator of Affiliates; an Editor of the *Critic*; an Editor of the *Forum*; a Technology Director; the Immediate Past President, who for one year shall be a member of the Board of Directors; and nine elected Directors. All officers shall hold office until their successors are elected or appointed. When vacancies in positions other than the presidency occur between elections, they shall be filled until the next regular election by an appointment by the President that is approved by a majority vote of the Board of Directors, but an exception to this rule may be made if the vacancy is in the office of an elected Director whose uncompleted term amounts to less than sixty days.

The terms "year(ly)" and "annual(ly)," as used in this article and elsewhere in the Constitution and Bylaws of the Association, shall be understood to refer to the period between successive annual business meetings, but in no case later than June 30, unless their reference is, in a particular instance, otherwise defined in the Constitution or Bylaws.

### Section 2: The President

The President shall be the chief executive officer of the Association and shall serve in that capacity for one year. If the office of the President becomes vacant,

the Executive Director, after consultation with the First Vice President, shall recommend immediately to the Board of Directors a replacement to assume the authority and responsibility of the office for the remainder of the unexpired term. Upon approval by a majority vote of the Board of Directors, the person recommended by the Executive Director shall assume the office of President. In order to be recommended by the Executive Director and approved by the Board of Directors, a candidate must be an experienced and current member of the Association and have served in some official capacity prior to the time of being recommended as a replacement in the office of President.

The President shall be the ex-officio chair of the Executive Committee and of the Board of Directors, and he or she shall be an ex-officio member of all standing committees. The President shall, if present, preside over all meetings of the Association, of the Executive Committee, and of the Board of Directors. The President shall be responsible for the general management and supervision of all the affairs and business of the Association and shall see that all orders and resolutions of the Association are (insofar as circumstances allow) carried into effect. The President shall be responsible for the appointment of chairs of committees or may delegate that authority to the Executive Director.

The retiring President shall remain a member of the Board of Directors, with the title Immediate Past President, one year after retirement from the executive office.

### Section 3. The Vice-Presidents

Each year the Association shall elect a Vice-President who serves the first year as Second Vice-President, the second year as First Vice-President, and who becomes President in the third year. During their terms of office, Vice-Presidents shall be ex-officio members of the Board of Directors.

If at the time of a meeting of the Association, of the Executive Committee, or of the Board of Directors, the President of the Association shall be absent or incapacitated, his or her duties shall devolve upon the First Vice-President, or upon the Second Vice-President if the First Vice-President is unable to act in place of the President.

### Section 4: The Executive Director

The Executive Director shall be the chief administrative officer of the Association. He or she shall be elected by a majority vote of the Board of Directors for a term of not more than three years; an individual may be reelected for consecutive terms without restriction.

The Executive Director shall conduct correspondence of the Association; shall ensure proper notification of all meetings of the Association and of the Board of Directors; and shall be responsible for seeing that minutes of meetings of the

Association, the Board of Directors, and the Executive Committee are recorded and preserved. The Executive Director shall, in consultation with the Treasurer and the Editor, prepare the budget for consideration of the Board of Directors at the annual meeting. The Executive Director may serve as Director of any institute or special activity sponsored by the Association.

#### Section 5: The Treasurer

The Treasurer of the Association shall be elected by a majority vote of the Board of Directors for a term not to exceed three years; an individual may be re-elected for consecutive terms in this office without restriction. The Treasurer shall collect membership dues and receive all gifts and all proper payment to the Association, including those offered for purchase of its publications. The Treasurer shall pay all bills approved by the Executive Director, shall keep accounts of the Association, and shall report thereon to the Board of Directors at the annual meeting or on such other occasions as required by the Board of Directors or by the Executive Committee. The Board of Directors may assign the duties of the Treasurer to the Executive Director and may also assign to an outside contractor responsibility for collecting membership dues and/or for collecting payments offered for CEA publications.

#### Section 6: The Editor

The Editors of the *Critic* and the *Forum* shall be elected by a majority vote of the Board of Directors for a term of not more than three years; an individual may be re-elected for consecutive terms without restriction. The Editors shall exercise supervision of their respective Association publications, under policies established by the Board of Directors. The Editors are authorized to solicit financial support for these publications from appropriate advertisers and other sources and are responsible for supplying to the Treasurer an accurate accounting of funds involved in publication operations.

#### Section 7: The National Coordinator of Affiliates

The National Coordinator of Affiliates shall be elected by majority vote of the Board of Directors for a term not to exceed three years; an individual may be re-elected for consecutive terms in this office without restriction. The National Coordinator of Affiliates shall have responsibilities and powers as are identified in Section C3 of the Articles of Affiliation, which are an appendix to this Constitution.

#### Section 8. The Technology Director

The Technology Director shall manage the Association's audio-visual equipment and provide technical support at each year's conference. The person filling this

position shall have adequate technical skills to support the use of audio-visual equipment. The Technology Director shall serve a three-year renewable term.

The Technology Director shall undertake the following duties:

- Managing, storing, and inventorying the Association's audio-visual equipment.
- Shipping audio-visual equipment to and from the conference hotel each year.
- Coordinating any additional equipment purchases with the Treasurer, the Executive Director, and the Board.
- Chairing the CEA's Technology Committee.
- Creating and supervising an audio-visual support team for each conference.
- Providing and directing technical support for presenters.

#### Section 9: The Immediate Past President

The Immediate Past President shall serve as a voting member of the Board of Directors and as Chair of the Trustees of the CEA Foundation. The Immediate Past President shall also serve as chair of the ad hoc committee on honors and awards.

#### Section 10: Elected Members of the Board of Directors

Nine members of the Board of Directors shall be elected by the Association to serve three-year terms, the terms being so staggered that normally three such Directors shall retire each year. An elected Director shall not be eligible to serve a second consecutive term but may be elected to the office again after the lapse of at least one year.

#### Section 11: Additional Appointed Officers

The Board of Directors may, if it wishes, elect additional officers for terms not to exceed three years; individuals may be re-elected for consecutive terms without restriction. The titles and responsibilities of such officers shall be specified at the time of appointment. The Board of Directors may designate such officers as members ex-officio of the Board of Directors, but it is not required to do so.

### **Article VII: Elections**

Elections shall be held annually. A nominating committee of three, elected by the Association as provided in Article IX, shall produce each year a slate of nominees as provided for in the current Bylaws. The Nominating Committee shall meet each year at the time of the annual conference of the Association, first with the

Executive Committee and then in open meeting. The Nominating Committee shall seek to include representation of all CEA geographical regions, four- and two-year institutions, men and women, and ethnic and multi-cultural groups when nominating officers of the College English Association. The time and place of the open meeting of the committee shall be published in the annual conference program. At that meeting the membership at large may make suggestions to the Nominating Committee of possible nominees. By the end of the annual conference the Nominating Committee shall report a slate of nominees to the Executive Director. This slate shall then be communicated as promptly as possible to the membership of the Association with the provision that additional nominations may be entered on the ballot if such nomination is endorsed by at least ten members to the chair of the Nominating Committee not later than June 1. The complete list of nominations, with additional nominations listed separately from the slate submitted by the Nominating Committee, shall be presented to the Executive Director by July 1. Ballots shall be distributed to all members of the Association before October 1. To be counted in the election, ballots must be returned by November 1. Election shall be determined by a plurality of the votes cast.

Results shall be published in a serial publication of the Association. Any member of the Association is eligible for election to the Nominating Committee or to an office in the Association, subject to provisions specifically entered in Article VI and Article IX of this Constitution and Section 3 of the Bylaws of the Association.

#### **Article VIII: The Board of Directors**

The Board of Directors shall consist of thirteen voting members: the President of the Association, the two Vice-Presidents, the immediate Past President, and nine elected Directors. As provided in Article VI, the terms of the nine elected Directors shall be so staggered that normally three of them retire each year; in the event of an elected Director's resignation, death, or inability to serve, the President shall, with the approval of the Board, appoint a replacement to serve until the next annual meeting, unless the exception provided in Article VI, Section 1, is invoked. Additionally, the Executive Director, the Treasurer, the National Coordinator of Affiliates, and the Editor shall be ex-officio members, with full privilege of debate but no vote, as shall other officers designated as ex-officio by the Board of Directors, in accordance with the provisions of Article VI, Section 10.

The Board of Directors shall govern and manage the Association in accordance with its statutes and shall execute the instructions of the Association as indicated by vote at its annual or special meetings.

At the time of the annual meeting of the Association, the Board of Directors shall authorize a budget for the year. Expenditures substantially in excess of that budget must be approved by a majority vote of the Board.

Regular meetings of the Board of Directors are held immediately before or after the annual or special meetings of the Association. Special meetings of the Board

of Directors may be held whenever called by the President or by any four members of the Board. Notice of the time and place of meeting shall be given to each elected Director and each ex-officio member of the Board by the Executive Director, or by another officer of the Association, or by the Directors calling a special meeting, at least seven days before the scheduled time of meeting. Any meeting of the Board of Directors shall be a legal meeting for the transaction of business if (1) all the members are present, or (2) due notice has been given, or (3) in the event that due notice has not been given, each absent member has previously in writing waived the right to such notice or subsequently approves in writing any actions taken. Nine members of the Board shall constitute a quorum.

Decisions by the Board of Directors other than those arrived at in regular and special meetings may be made by a majority of votes elicited in a canvass by mail, provided (1) that such decisions are not specifically prohibited in the statutes of the Association, (2) that the issue to be decided is clearly stated in communications postmarked at least eighteen days and not more than sixty days before the votes are counted, and (3) that at least ten votes have been received by the time the votes are counted.

## **Article IX: Committees**

### Section 1: The Nominating Committee

The membership of the Association shall each year elect one member of the Nominating Committee for a term of three years. The Nominating Committee shall consist of three members, none of whom is an incumbent officer of the Association. The member in the third year of service on the Committee shall serve as chair of the committee. Duties and responsibilities of the Nominating Committee are those identified in Article VII of this Constitution and detailed in Bylaws adopted by the Association.

### Section 2: The Executive Committee

The Executive Committee shall be composed of the President, the two Vice-Presidents, the Executive Director, the Treasurer, the National Coordinator of Affiliates, and the Editor.

The Executive Committee shall have and exercise the authority of the Board of Directors in managing the business of the Association between meetings of the Board but shall transmit interim reports, through the President or the Executive Director, to all members of the Board of Directors.

Regular meetings of the Executive Committee shall be held immediately before or after meetings of the Board of Directors. Special meetings may be held whenever called by the President or any three members of the Committee. Notice of the time and place of meeting shall be given to each member of the Committee by the Executive Director or by another officer of the Association at least seventy-two hours before the scheduled time of the meeting. Any meeting of the

Committee shall be a legal meeting for the transaction of business notwithstanding the lack of such notice if (1) all members are present, or (2) each absent member has in writing previously waived the time requirement for notification or subsequently approves in writing any action taken at the meeting. Four members shall constitute a quorum.

### Section 3: Other Standing Committees

In addition to the Nominating Committee and the Executive Committee, the Association and its Board of Directors may maintain other standing committees. Unless otherwise directed by the statutes of the Association or by vote of its membership, the Board of Directors shall be responsible for designating the purposes, the composition, and the mode of selection of members of such standing committees. Except where noted, all standing committees shall consist of four CEA members appointed by the President to renewable three-year staggered terms. Each committee shall include at least one CEA officer and/or member of the Board of Directors. The chair of each committee shall be named by the President.

A. The Ongoing Concerns Committee. One of the standing committees of the Association shall be the Ongoing Concerns Committee, charged with the duties of giving constant attention to the welfare of the Association and of undertaking specific tasks as requested by the President of CEA. The Committee shall make an annual report to the Board of Directors and shall make recommendations to the Board for actions it regards as desirable. It may also, at any time, make recommendations to the Executive Committee and to the President of the Association.

B. The Publications Committee. A standing committee of the Board of Directors shall be a Publications Committee, which shall work with the Executive Committee in defining publications policies and advising the Editors to the end of carrying out such policies. The Publications Committee shall be composed of three Directors chosen by the Board at its annual meeting. Replacements of members may, as necessary, be effected by mail vote of the Board. The President of the Association shall name one of the members of the committee as its chair.

C. The Membership Committee. A standing committee of the Association shall be the Membership Committee, charged with the duty to develop plans for the growth of membership. The Chair of the Membership Committee, if not a Board member, shall become an Ex-Officio Board Member and shall be appointed for a three-year term.

D. Constitution Committee. This committee shall oversee the need for constitutional change and offer interpretation of constitutional intent when asked.

E. Technology Committee. This committee is charged with managing conference technical needs and equipment and providing conference technical support in coordination with the Executive Director and Program Chair.

F. Awards Committee. This committee shall consist of the Immediate Past President, who shall serve as chair, and three current or past Board members. This committee, in consultation with the Executive Director and Treasurer, shall determine the recipients and the amounts of all awards except the James R. (Dick) Bennett Award for Literature and Peace and the Robert E. Miller Memorial Prize. This committee shall establish subcommittees to superintend the Robert Hacke Scholar-Teacher Award and the Graduate Student Award. The committee shall solicit nominations and advertise the availability of the awards.

G. Diversity Committee. This committee shall organize the Diversity Luncheon and find a speaker for that luncheon.

H. Women's Connection Committee. This committee shall organize the Women's Connection Reception and find a speaker for that event.

I. Program Committee. This committee shall consist of special area chairs appointed by the Program Chair (the 1<sup>st</sup> Vice President), who shall act as chair. The Immediate Past President, the President, the 2<sup>nd</sup> Vice President, the Treasurer, and the Executive Director shall serve as ex-officio members. The primary responsibility shall be to assist the Program Chair in the creation of panels for the annual conference.

J. Peace Committee. This committee shall organize peace panels for the conference under the supervision of the Program Chair and choose a recipient for the annual James R. (Dick) Bennett Award for Literature and Peace.

K. Graduate Students Committee. This committee shall organize panels and meetings under the supervision of the Program Chair which focus specifically on issues of concern to graduate students. The committee shall be chaired by a Board member who shall select three graduate students as members.

L. Allied Organizations Committee. This committee, consisting of the President, the Immediate Past President, the Executive Director, and the Membership Chair, shall communicate with organizations that wish to be represented at the annual conference.

#### Section 4: Ad Hoc Committees

Ad hoc committees serving the Association at large may be appointed by the President of the Association as he or she sees fit. The President may delegate such appointive power to the Executive Director.

#### **Article X: Salaries**

The President, Vice-Presidents, and other members of the Board of Directors except those named below shall serve without compensation. The Board of Directors may, as it deems appropriate, authorize payments out of the funds of the Corporation as compensation to the Executive Director, the Editor, the

Treasurer, and any other functionaries who may perform continuing or special services for the Association.

#### **Article XI: Publications**

The Association shall publish regularly at least one serial journal and such other appropriate publications as may be authorized from time to time by the Executive Committee and the Publications Committee of the Board of Directors. The Editor shall be general editor of all CEA publications but may enlist appropriate assistance. Subscriptions to CEA serials and purchases of other CEA publications by institutions and individuals who are not members of the Association shall be made possible under conditions approved by the Executive Committee.

#### **Article XII: Affiliates**

Organizational affiliates of the Association are authorized; they shall retain their autonomy as members of a federation and shall not be considered as provinces of the national organization. The relation of affiliates to the national College English Association shall be governed by the Articles of Affiliation which are appended to and are hereby made a part of this Constitution.

#### **Article XIII: Amendments**

This Constitution and the Agreement of Association it incorporates may be amended by a two-thirds vote of members of the Association voting as present or by authenticated proxy that is properly qualified under Article V at any annual or special meeting, provided that notice of proposed amendment has been published to the full membership at least thirty days prior to the meeting and provided that the total number of votes cast constitutes a quorum as defined in Article V. Announcement in a serial publication of the Association shall be deemed to satisfy the requirement for notification.

A proposed amendment of this Constitution shall be put to a vote of the membership only if it is approved by five members of the Executive Committee, or by a majority of the voting members of the Board of Directors, or by twenty members of the Association who petition the Executive Director to arrange a vote on the proposal.

#### **Article IV: Dissolution**

The Corporation shall continue in effect until dissolved or annulled (1) by assent of two-thirds of the members of the Association, either present in person or voting by authenticated and properly qualified proxy at a general meeting called by the President of the Association for the express purpose of considering dissolution of the Corporation; or (2) by action of legally constituted civil authority.

In the event of such dissolution or annulment, the assets of the Corporation shall be turned over by the Treasurer of the Association, on instructions from the last incumbent Board of Directors or from a competent court of law, to a similar educational organization or organizations, such organization or organizations to be determined by a majority of the Board of Directors of the Association incumbent at the time of said dissolution or annulment.

### **Appendix 1: Articles of Affiliation**

#### **A. Classes of Affiliates**

1. Regional affiliates have a geographical basis of membership within the college English-teaching profession. Normally, each CEA Regional Affiliate shall determine its own territorial extent. Overlapping is not objectionable per se; if any problems of jurisdiction should arise, the National Association, through its Executive Committee, may advise or mediate about questions of boundary.

2. Special affiliates may represent a particular interest or branch of the college teaching profession not geographically defined.

3. Comity affiliation may be mutually extended with organizations having aims and interests that complement those of the College English Association. Except when active dual membership is appropriate, the Presidents shall be designated as Honorary Members of the respective sister organizations and the Secretaries or Executive Directors as Honorary Corresponding Secretaries.

4. Allied organizations of the College English Association shall coordinate with the Program Chair to present annual conference panels with acknowledgment in the program schedule of their organizational representation.

#### **B. Creation of Affiliates**

1. New affiliates may be created on application to the Executive Director by at least two sponsors who are members of the national Association. Pending formal ratification by vote of the Board of Directors and membership during the next annual CEA meeting, the President may extend recognition with the consent of the Executive Committee.

2. Already existing affiliates of the College English Association are not required to file application under these Articles of Affiliation but shall be bound by them.

#### **C. CEA-Affiliate Relations**

1. The relations between the affiliates and the College English Association shall be generally governed by the national statutes and the Articles of Affiliation.

2. In every Regional Affiliate, at least the President and Secretary (or equivalent officers) are ordinarily expected to be members of the College English

Association. Selection of regional officers of all grades, from among members of the national Association is strongly urged. This clause shall not be invoked for other types of affiliates that may happen to have a regional or geographic base.

3. The Board of Directors shall elect a National Coordinator of Affiliates as provided in Article VI, Section 7, of this Constitution. The National Coordinator of Affiliates may appoint a deputy and liaison persons to assist him or her as the National Coordinator sees fit. The National Coordinator of Affiliates or his or her deputy shall arrange an annual meeting of delegates from affiliates, maintain communication among affiliates and between affiliates and the national Association, give advice upon request, and aid the affiliates in their activities and their relations with the Association.

#### D. Duties and Privileges

1. The College English Association shall work to promote the growth and well-being of the affiliates.
2. Each affiliate shall work to promote the growth and well-being of the College English Association.
3. Mutual assistance, including exchange of information and publications, shall be a continuous policy among all branches of the Association.
4. Members of the College English Association may attend meetings of any affiliate (without privilege of debate or vote unless they are members of the affiliate), upon payment of the registration fee or other normal charge for attendance.

#### E. Amendment

The procedure for amendment of these articles is that prescribed for amendment of the Constitution of the College English Association.

### **Appendix II: The College English Foundation**

(Founded April 22, 1979, and chartered in the State of New Jersey on January 8, 1982):

#### A. Incorporation

The CEA Foundation is incorporated as a separate non-profit corporation, in order to protect the CEA and the Foundation from liability in legal actions against one of them affecting the resources of the other.

#### B. Purpose

The purpose of the CEA Foundation is to receive, hold in trust, and disburse funds to further the purposes of the College English Association as stated in the Preamble to the CEA Constitution.

C. Trustees

Trustees of the Foundation are the President, the Immediate Past President, the Executive Director, the Treasurer of the College English Association, and three members-at-large nominated by the President of the CEA and elected by the Board of Directors for three-year overlapping terms. Members-at-large may be CEA Directors but do not have to be. If the functions of the Executive Director and Treasurer are combined, four instead of three members-at-large shall be nominated and elected as prescribed above.

D. Life Membership Fees

Life membership fees in the Association are to be held in trust by the Foundation and the income therefrom during the member's life paid to CEA's operating fund. Thereafter, income will be used to fund Foundation causes.

E. Donations

All donations to the Foundation will go into a non-reducing endowment and only the income from the endowment will be used to fund Foundation causes. However, surplus funds from the operating budget of the CEA, if and when transferred to the Foundation by the Board of Directors of the CEA, can be used for current causes or invested in the endowment, as determined by Foundation Trustees.

## **Bylaws**

### Section 1: Membership Privileges

A. Every individual member of the College English Association whose dues for the current year are paid has the right to vote in Association elections, and he/she has the right to attend and vote at the annual and any special meetings called for the transaction of business. Every member whose current dues are paid may also vote on issues to be decided by a mail ballot. Proxy voting at meetings of the Association is regulated by Article V of the CEA Constitution.

B. Every member of the Association, except as noted in this paragraph, is entitled to one copy of each publication issued by the Association during the year for which he or she pays current dues. Joint memberships entitle the couple to one copy only of Association publications, but this provision does not reduce individual voting privileges. This paragraph is not applicable to publications of the College English Association Foundation or other subsidiary organizations.

### Section 2: Special Duties and Responsibilities of Officers

A. The President. The President shall have the responsibility of planning any special meetings of the Association for the transaction of business and the duty of supervising arrangements for such meetings. The President shall advise with the First Vice-President in making plans for the annual meeting of the Association and for any conferences that may accompany that meeting.

B. The First Vice-President. The First Vice-President, working cooperatively with the Executive Committee, shall have special responsibility for plans and arrangements for the annual meeting of the Association and for any conferences that may accompany it but is authorized to make necessary and appropriate delegations of such responsibility. The First Vice-President is, by virtue of his/her office, a member of the Ongoing Concerns Committee and shall assist in the sale and distribution of all Association publications as well as in securing financial support for them.

C. The Treasurer. The Treasurer shall receive applications for membership in the Association and shall maintain membership files that are current and complete. The Treasurer may be called on to assist in expanding the dues-paying membership and to help in finding other sources of financial support for the Association and its activities.

### Section 3: Special Committee Assignments

A. The Nominating Committee. The Nominating Committee shall, as provided in Article VII of the Constitution of the CEA, propose each year a slate of nominees as follows:

- (1) one nominee for President of the Association;
- (2) two nominees for Second Vice-President;
- (3) five nominees for elective members of the Board of Directors to succeed those completing normal three-year terms;
- (4) two nominees for election to the Nominating Committee, neither of whom is an incumbent officer of the Association or of the current Nominating Committee.
- (5) two nominees for election to complete the unexpired term of any elected member of the Board of Directors whose office has been vacated, whether or not the Director has been temporarily replaced by appointment;
- (6) two nominees for election or any other position which by statute requirement or by decision of the Executive Committee may need to be filled through a vote by the membership of the Association;
- (7) the Nominating Committee may be instructed by the Executive Committee to offer more nominees for any office than the numbers specified above, if that action is deemed desirable by the President of the Association and

at least three other members of the Executive Committee and if it is approved by a majority of the Board of Directors;

(8) the Nominating Committee shall seek to include representation of all CEA geographical regions, four- and two-year institutions, men and women, and ethnic and multi-cultural groups when nominating officers of the College English Association.

B. The Ongoing Concerns Committee. Among the duties of the Ongoing Concerns Committee shall be that of assisting the President, the Executive Committee, and the First Vice-President in making plans and arrangements for the annual meeting and any special meetings of the Association.

#### Section 4: Rules of Order

The rules contained in Robert's Rules of Order shall govern the proceedings of the Association in all instances in which they are applicable and are not inconsistent with the statutes of CEA.

#### Section 5: Amendment of Bylaws of the Association

A. These Bylaws may be amended at the annual business meeting or at a special meeting called for transaction of business. If no previous notice of proposed amendment has been given, amendment of the Bylaws shall require approval by at least two-thirds vote of the members present or voting by authenticated, properly qualified proxy at the annual or special meeting. If previous notice has been given, a simply majority of the members present or voting by authenticated, properly qualified proxy shall be required for amendment of the Bylaws. Previous notice may be given orally at the preceding business meeting or by publication of the proposed amendment in a serial organ of the Association mailed to the membership at least thirty days before the meeting at which it is to be voted on, or by special mail distribution of the proposed amendment to the membership of the Association at least thirty days before the meeting at which a vote on the amendment is to be taken.

B. These Bylaws may also be amended by a special mail ballot that presents the amendment to be voted on, provided that (1) the mail ballot is accompanied by an explanation of issues involved in the vote and that (2) at least sixty and not more than sixty-five days are allowed to elapse between the time ballots are mailed out and the time returned ballots are counted. Under these conditions, the proposed amendment may be approved by a majority vote, but only if at least one hundred ballots are returned within the time allowed.

C. A proposed amendment of the Bylaws shall be put to a vote if it is supported by at least four members of the Executive Committee, or by nine members of the Board of Directors, or by a petition signed by ten members and submitted to the Executive Director or the President of the Association.

Amended—Spring, 2006  
Amended—Spring, 2007  
Amended—Summer, 2008  
Revised—Spring, 2012