

CZECHOSLOVAK SOCIETY OF ARTS AND SCIENCES, INC.

THE BYLAWS

Article 1. NAME OF THE SOCIETY

The full name of the Society shall be:

In English: Czechoslovak Society of Arts and Sciences (SVU)

In Czech: Společnost pro vědy a umění (SVU)

In Slovak: Spoločnosť pre vedy a umenia (SVU)

Article 2. PURPOSE AND ACTIVITIES OF THE SOCIETY

1. The Society is a cultural, educational, and artistic non-profit organization for public benefit. Its mission is to help maintain and further develop a free Czechoslovak culture. It is an intellectual forum and social space for those who treasure the Czech and Slovak cultures in the broadest sense;

2. The Society engages in scholarly, scientific, educational, literary and artistic activities that aim to advance the knowledge and awareness of Slovak and Czech cultures, languages, politics, and history; the Society cooperates with like-minded institutions;

3. The Society may publish and promote scholarly, scientific, and literary works and works of art, and its own periodicals;

4. To benefit its members, the Society may organize meetings, lectures, and conferences—on its own or in cooperation with other like-minded organizations;

5. The activities of the Society shall be directed toward enlightening its members and the public and shall, therefore, be open to all interested parties. Only its members in good standing, see below, can vote and be elected.

Article 3. MEMBERSHIP IN THE SOCIETY

A. The Society is an open, inclusive, and strictly non-partisan organization that welcomes everyone with an interest in Czech and Slovak affairs;

B. Student membership may be acquired by students enrolled in high schools, colleges, and universities;

C. Institutional membership may be acquired by organizations and institutions. They have the same rights as physical persons, but each has only one vote.

Article 4. RIGHTS AND DUTIES OF MEMBERS

Members have the right to participate in meetings and other functions of the Society; they have the right to make motions, to vote and to be elected. Members who have not paid membership dues for the current year may not exercise their rights. All members must comply with the Bylaws and applicable rules of the Society. Whenever possible, they should participate in the Society's meetings and activities.

Article 5. MEMBERS IN GOOD STANDING

Only persons who have paid membership dues for the current year ("members in good standing") may be considered as members. The Executive Board may temporarily refrain from collecting membership dues in some cases, to be decided by the Treasurer.

Article 6. TERMINATION OF MEMBERSHIP

The membership of a member of the Society shall be terminated:

1. If the member advises the Society of his or her resignation;
2. If the member shall have failed to pay his or her dues for two years;
3. By the dissolution of the Society;
4. If the member is expelled.

Article 7. PROCEDURE FOR THE EXPULSION OF A MEMBER IN GOOD STANDING

A member of the Society in good standing may be expelled for a gross violation of the Bylaws or an act of moral turpitude. Motions for the expulsion of a member shall be dealt with by the Membership Committee to be formed ad hoc by the President. The member whose expulsion is proposed must be given a hearing by the Membership Committee. Following the proposal by the Membership Committee the decision shall be made by the Executive Board. The decision may be appealed to the next general membership meeting of the Society. Its decision shall be final.

Article 8. GENERAL ASSEMBLY

1. The General Assembly shall be the highest decision-making body of the Society, except as otherwise provided for in paragraph 7 of this Article. It must act in accordance with the Bylaws of the Society and within the jurisdiction specified in Article 9;
2. Meetings of the General Assembly shall be convened by the President, the Executive Vice President or by one of the Vice Presidents, in accordance with the decision of the Executive Board. Notice of the meeting shall be sent to all members not less than 25 days in advance;

3. The general membership meeting shall be qualified for the transaction of business if not less than 15 members are present in person or by proxy (quorum). All members in good standing have the right to vote;

4. Written proposal of members for the general membership meeting must reach the Executive Board not less than three weeks prior to the date of the proposed meeting. The admissibility of other motions shall be determined by the General Assembly, but all proposed resolutions and motions for the amendment of the Bylaws must be submitted to the Executive Board;

5. The presiding officer of the general membership meeting shall be the President of the Society. In his or her absence, the role shall be assumed by the Executive Vice President or one of the Vice Presidents. After the opening of the general membership meeting the presiding officer shall appoint a recording secretary of the meeting and two verifiers of the minutes;

6. Decisions of the general membership meeting shall be taken by a majority of the votes of the present or duly represented members;

7. For a decision to dissolve the Society, a two-thirds majority of the present or duly represented members attending the General Assembly shall be required. Such a decision must be confirmed by a referendum of all members, with a two-thirds majority;

8. Voting shall be by a show of hands. At the request of one present member voting may be by written ballots.

Article 9. JURISDICTION OF THE GENERAL ASSEMBLY

The General Assembly shall:

1. Approve the minutes of the previous general membership meeting and take notice of the report concerning any referendum that may have been held;

2. Take note of the reports concerning the activities of the Executive Board, the Council and other bodies of the Society;

3. Approve the Treasurer's Annual Report and discharge the retiring officers of liability, if the authenticity of such report and of the Society's financial records are affirmed by an external professional auditing prior to the General Assembly meeting;

4. Discuss matters concerning the entire Society;

5. The General Assembly may vote upon a motion to dissolve the Society. (See Article 8, paragraph 7.)

Article 10. REFERENDUM

1. The Executive Board shall have the right to submit to the members a referendum concerning important matters whenever it may deem it necessary. A referendum shall consist of a proposition and the taking of members' votes. Electronic voting may be used. Notice of a referendum shall be sent to members in good standing. Its purpose shall be:

A. To elect officers of the Society pursuant to Article 17;

B. To amend the Bylaws of the Society;

C. To confirm the decision of the general membership meeting to dissolve the Society;

2. Decisions on amendment of the Bylaws or dissolution of the Society require a two-thirds majority of votes; the quorum is constituted by at least one fortieth (1/40) of all members; votes shall be cast within 2 weeks from the date of the notice of the referendum.

Article 11. THE COUNCIL

The Council shall consist of Chairpersons of the local chapters.

Article 12. JURISDICTION OF THE COUNCIL

The Council is an advisory body of the Executive Board. One of the Executive Board members shall be responsible for the collection of feedback and suggestions from the Council to the Executive Board.

Article 13. EXECUTIVE BOARD

1. The Executive Board shall consist of the President, the Executive Vice President, the Treasurer, the Secretary General and up to eight Vice Presidents. The responsibilities of the Vice Presidents shall be assigned by the Executive Board according to their qualifications and the Society's needs after the election and may be changed from time to time;

2. The Executive Board shall take action by consensus obtained by electronic means (email, Skype, etc.) or by the vote of its members in a meeting. Meetings of the Executive Board for the transaction of business may be held if at least one-third of the total members take part. The vote of the majority of the members present at a meeting, if a quorum is present at the time of the vote, shall constitute the decision of the Executive Board. Any one or all Executive Board members may participate in the meeting in person or by other means, such as a telephone conference call or Skype;

3. An online meeting of the Executive Board can be held whenever the President deems it appropriate. A quorum for online meeting is equal to the quorum stipulated in paragraph 2 of this Article. A decision is equally constituted by a majority of the members present in such an online meeting;

4. Any action that may be taken at a meeting may also be taken without a meeting if all members of the Executive Board consent to the adoption of a resolution authorizing such action by email, Skype, or regular mail. The resolution shall be clearly stated, and it will not take place until a two thirds majority of members have consented to its wording. Such an action shall have the same force and effect as a regular vote;

5. The Executive Board may invite to its meetings any members of the Society or such other individuals as it may deem appropriate.

Article 14. JURISDICTION OF THE EXECUTIVE BOARD

1. The Executive Board shall manage the affairs of the Society. It may designate or appoint, by a resolution or by vote of the majority of the members of the Executive Board in office, one or more Committees. Each of the Committees should include at least one Executive Board member. The Committees shall have the authority of the Executive Board in the management of the Society;

2. Other Committees that do not have, nor exercise, the authority of the Executive Board, shall be designated or appointed by a resolution of a majority of the members of the Executive Board present at a meeting at which a quorum exists;

3. The business of the Committees shall be conducted according to the same procedural rules as those that apply to the Executive Board;

4. The designation and appointment of any such Committee and the delegation of authority thereto shall not operate to relieve the Executive Board and its individual members of any responsibility imposed by law;

5. The Executive Board shall carry out the decisions of the General Assembly and of the Membership referendum, as long as they are not inconsistent with the law, the Certificate of Incorporation, and the Bylaws;

6. The Executive Board may contract a qualified individual for the performance of specific and well-defined projects and duties designed to enhance the best interests of the Society.

Article 15. JURISDICTION AND DUTIES OF THE OFFICERS

1. The President, as head of the Executive Board, shall represent the Society; he or she shall call meetings of the General Assembly and meetings of the Executive Board; he or she shall appoint the recording secretary for the respective meeting and preside over the same; he or she shall handle or delegate correspondence to the appropriate committee chairmen; he or she shall co-sign with the Secretary General important Society documents; he or she shall be a member ex officio of all committees, with the exception of the Nomination Committee; he or she may solicit the views of the Collegium of Former Presidents; he or she shall guide the activities of the Society within the framework of its Bylaws; he or she shall report to the Executive Board and to the General Assembly. When warranted by serious circumstances, he

or she can delegate their powers to the Executive Vice President, individual Vice Presidents, or to other members of the Executive Board;

2. The Executive Vice President handles a part of the President's agenda, generally with his or her authorization and represents the President when the President is unable to do so;

3. The Vice Presidents represent the President and the Executive Vice President when they are unable to exercise their functions, with their authorization. Each Vice President handles the agenda allotted to him or her as well as any other agenda of the Society assigned to them by the Executive Board;

4. The Secretary General shall handle the correspondence assigned to him or her by the President and other current correspondence; execute together with the President important documents of the Society; in consultation with the President, he or she shall carry out the organizational work; send out notices regarding meetings of the Executive Board, and the General Assembly meetings, as well as ballots to these organs; he or she shall file the correspondence and written material of all the organs of the Society and keep a list of the committees and a file on the members; he or she shall inform applicants for membership of the acceptance or rejection of their application and mail membership cards to the applicants accepted; he or she shall advise all officers regarding the deadlines set in the Bylaws and regarding possible or existing problems of a legal nature. When warranted by circumstances, he or she may, with the consent of the Executive Board, delegate part of their agenda to another Society member;

5. The Treasurer shall be in charge of the financial matters of the Society; he or she shall collect the membership dues; shall be entitled in their own right to make current payments for the Society up to the amount determined by the Executive Board. He or she shall prepare yearly the Federal Income Tax return for the whole Society. The Treasurer's responsibility for all financial matters is not transferable. The Treasurer has the last word in all matters concerning the Society's finances;

6. The editors of the publications of the Society shall be responsible for their publication in accordance with the directions of the Executive Board and in cooperation with the respective editorial boards, if any;

7. Retiring officers are responsible for promptly yielding all documents and Society property in their charge to the new officers.

Article 16. THE COLLEGIUM OF FORMER PRESIDENTS

1. The President of the Society shall have the right to consult the former Presidents of the Society who together constitute the Collegium of Presidents. Such consultations are not binding on the President, on the Executive Board, or on other bodies of the Society, but will be considered with the utmost seriousness;

2. The President of the Society may invite the former Presidents of the Society to meetings of the Executive Board;

3. Former Presidents who are invited to meetings in accordance with paragraph 2, have the right to participate but they do not have the right to vote, nor do they contribute to the quorum.

Article 17. ELECTION OF OFFICERS

The officers of the Society shall be elected for a two-year term. Nominations may be either by the Nominating Committee or by a petition of SVU members-at-large.

Nominations by a Nominating Committee:

1. The Executive Board shall appoint a Nominating Committee consisting of five members. The Committee shall be an autonomous body responsible to no one but the General Assembly. Its membership should be selected with care and after consultations. The Committee shall elect its own Chair;

2. The Nominating Committee shall choose nominees for each position of the elective bodies of the Society, as provided for in these Bylaws at a meeting by a majority vote of its members present or by electronic means (e.g., telephone conference call, email, Skype). The participation of three Committee members is required for the purposes of a quorum. It shall forward the nominations to the Secretary General, who will be responsible for the logistics of the election process, no later than 70 days prior to the General Assembly meeting. The nominations may be made only after the nominees have been consulted; they must be members in good standing. It is the responsibility of the Treasurer to provide the Nominating Committee with an updated list of all SVU members in good standing to assure that only the eligible members are nominated and elected.

Nominations by a Petition of SVU Members:

3. In order to facilitate a broad input by SVU membership, nominations to all elected positions may also be made by a petition signed by at least 25 members with voting rights. Such a petition must clearly designate the position for which the nomination is made. The nomination may be made only after the concurrence of the nominee; no one may accept a nomination for more than one elective position. In the event the nominee is not a member in good standing, the nomination shall be void;

4. In order to be valid, the petition must reach the Secretary General or a person duly acting on his or her behalf, no later than 50 days prior to the General Assembly meeting;

Election Procedure:

5. The Secretary General shall send out to all members in good standing an election ballot that will include nominees nominated by the Nomination Committee as well as by a petition at the time the notice of the General Assembly meeting is sent. Ballots are anonymous. They must be placed in an envelope indicating that it contains a ballot and placed in another envelope bearing the name and address of the voter, legibly written, and his signature, and mailed to the Committee of the Election Inspectors who shall count the votes and report the result to the General Assembly. The ballots must reach the Committee not later than 3 days prior to the General Assembly meeting;

6. In case of electronic vote, an invitation to vote within a dedicated online system is sent by email to the members in good standing, under the conditions equal with the vote by regular mail;

7. In case there is more than one nominee for one position, the following rule applies: The nominee who receives the largest number of votes for the given office shall be deemed elected. In the event the vote for a given office is a tie, the election shall be decided by the General Assembly.

Article 20. LOCAL CHAPTERS

Local Chapters shall be associations of not less than five members of the Society living in the same area, who associate themselves with the concurrence of the Executive Board in order to enhance the purposes of the Society.

Article 21. ADMINISTRATIVE PERIOD

The administrative period of the Society shall ordinarily be one year in duration.

Article 22. DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Society is dissolved (see Article 9, paragraph 5), the decision to dissolve shall stipulate that any property of the Society or proceeds thereof remaining after the payment or satisfaction of all valid and lawful claims and demands against the Society shall be distributed or used for the purposes of the Society as set forth in its Certificate of Incorporation and/or these Bylaws, or turned over to a non-profit corporation or association having similar aims and purposes, provided that such property shall not be distributed among the members of the Society nor inure in whole or in part to the benefit of any individual or of any corporation or association organized for profit.

Article 23. AMENDMENT OF BYLAWS

Bylaws may be amended by a referendum of the membership in accordance with Article 10.

Article 24. TURNOVER AMONG OFFICERS

Terms of service of the chairpersons at the national and local levels shall be limited to no more than two consecutive terms. A frequent turnover among other officers of the Society shall be encouraged.

This revision was approved by the Membership Referendum of December 20, 2016 and it entered into effect by its publication on February 18, 2017.