

## Current ByLaws

### WESTERN STATES FOLKLORE SOCIETY BYLAWS A NONPROFIT CORPORATION

#### ARTICLE I NAME

The name of the society that was founded in 1941, and reorganized as a California nonprofit corporation in 1979, and that was known as the California Folklore Society until 2004, shall henceforth be known as Western States Folklore Society (henceforth known as the Society).

#### ARTICLE II OBJECTS AND PURPOSES

The purposes for which this society and corporation are formed are as follows:

1. The specific and primary purposes are the cultivation of the science of folklore, the collecting and preservation of folk materials, and the publication of a journal devoted to folklore in all its aspects. In addition, the Society is organized to schedule periodic meetings to foster unity and harmony among various individuals and groups working in the area of folklore and folklife, and to develop programs and indicate fields of discussion for the general welfare, education, and scientific progress of individuals so engaged.
2. To engage in all lawful activities and operations usually and normally engaged in by such an organization.
3. To possess and exercise all of the powers conferred by law upon nonprofit corporations and to have all other powers to engage in other acts necessary or incidental to the administration of its affairs and the realization of its purposes.

#### ARTICLE III OFFICERS

The officers of the Society shall consist of nine elected and two or three appointed members. The elected members are a President, two Administrative Vice-Presidents, two Executive Vice-Presidents, a Secretary, a Treasurer, and two student Vice-Presidents. The appointive officers are the Editor and Executive Editor(s) of Western Folklore and the other scholarly publications of the Society.

## Proposed changes (in boldface)

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The purposes for which this society and corporation are formed are as follows:

1. The specific and primary purposes are the cultivation of the science of folklore, the collecting and preservation of folk materials, and the publication of a journal devoted to folklore in all its aspects. In addition, the Society is organized to schedule periodic meetings to foster unity and harmony among various individuals and groups working in the area of folklore and folklife, and to develop programs and indicate fields of discussion for the general welfare, education, and scientific progress of individuals so engaged.
2. To engage in all lawful activities and operations usually and normally engaged in by such an organization.
3. To possess and exercise all of the powers conferred by law upon nonprofit corporations and to have all other powers to engage in other acts necessary or incidental to the administration of its affairs and the realization of its purposes.

#### ARTICLE III DIRECTORS AND OFFICERS

**The directors of the Society shall consist of nine elected members, who shall serve as elected officers of the Society. The officers of the Society shall include the nine elected directors and two or three appointed officers. All officers, whether elected or appointed, shall be members of the Society in good standing. The elected officers are a President, two Vice-Presidents, a Secretary, a Treasurer, and four directors-at-large, two of whom shall be students. The appointive officers are the Journal and Book Review Editors of Western Folklore and any other scholarly publications of the Society, and a Business Manager.**

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## Proposed changes (in boldface)

### ARTICLE IV

#### EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS

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All the elected and appointed officers shall be members of the Executive Committee of the Society. The Board of Directors (henceforth known as the Board) shall consist of the President, the two Administrative Vice-Presidents, the Secretary, and the Treasurer. The remaining members of the Executive Committee may not be excluded from attendance at ordinary and extraordinary meetings of the Board, and shall be informed of all ordinary and extraordinary meetings of the Board in a timely manner.

**All the elected and appointed officers shall be members of the Executive Committee of the Society. The Board of Directors (henceforth known as the Board) shall consist of the President, two Vice-Presidents, the Secretary, the Treasurer, and the four directors-at-large, two of whom shall be students. No members of the Executive Committee may be excluded from attendance at ordinary and extraordinary meetings of the Board, and shall be informed of all ordinary and extraordinary meetings of the Board in a timely manner. All members of the Executive Committee shall be provided with minutes of the most recent meeting.**

### ARTICLE V

#### DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall work to carry out the objects and purposes of the Society, as set out in Article II above. Specifically, it shall appoint committees to aid in the furtherance of the Society's work, and it shall plan and conduct the meetings of the Society, arrange elections of officers, and supervise the Society's publications program, including the choice of the Editors and Executive Editor(s) of Publications. Finally, it shall have the power to fill vacancies on the Executive Committee and on the Board of Directors until the next Business Meeting of the Society. In these matters, and in other things that will come before them, the Board of Directors shall report to the Society at its annual meeting, or at other sessions, on Board actions taken, as well as on matters contemplated by the Board in the interests of the Society. Meetings of the Board, as well as of the Society, shall be conducted according to Roberts' Revised Rules of Order. All actions of the Board must be approved by at least three members of the Board.

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**All members of the Board shall have the right to vote; all actions of the Board must be approved by a simple majority of the Board of Directors. Meetings of the Board may be conducted in person or by such means as circumstances may require, including but not restricted to electronic forms of communication.**

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The President shall serve as Chairman of the Board. In the event that the President can no longer serve, the Board shall elect one of the two Administrative Vice-Presidents as Acting Chairman of the Board. In situations where the Chairman of the Board determines that decisions must be made before a Board meeting, a decision may be taken by telephone or electronic mail polls of the entire Board. Actions may then be undertaken on the basis of such a vote, but these are temporary in nature unless ratified at an ordinary or extraordinary Board meeting.

It shall be the duty of the Secretary to supervise the preparation of an attest to the minutes of the Business meeting and all Board Meetings. In the event the Secretary is not in attendance, the Chairman of the Board shall appoint a member of the board to serve as Acting Secretary for that meeting. The Secretary shall also supervise voting at Business Meetings and mail ballots of the membership.

It shall be the duty of the Treasurer to prepare and keep the financial records of the Society and to prepare a financial report for the Business Meeting. The Treasurer shall also have the power to hire such accountants as may be necessary to comply with the laws of the State of California.

## ARTICLE VI MEMBERSHIP IN THE SOCIETY

Any person interested in folklore and in the purposes of Western States Folklore Society may become a member by applying to the Executive Editor and paying annual dues.

## Proposed changes (in boldface)

**The President shall serve as Chairperson of the Board. In the event that the President can no longer serve, the Board shall elect one of the two Vice-Presidents as Acting Chairperson of the Board. The President shall also chair any Business Meetings. At the discretion of the Acting Chairperson so elected, another member of the Board may be appointed to serve in that capacity.**

**In situations where the Chairperson of the Board determines that decisions must be made before a Board meeting, a decision may be taken by polling the entire Board by such means as may be available and agreed upon by simple stipulation recorded in the minutes of the meeting. Actions may then be undertaken on the basis of such a vote, but these are temporary in nature unless ratified at an ordinary or extraordinary Board meeting.**

**It shall be the duty of the Secretary to supervise the preparation of an attest to the minutes of the Business meeting and all Board Meetings. In the event the Secretary is not in attendance, the Chairperson of the Board shall appoint a member of the Board to serve as Acting Secretary for that meeting. The Secretary shall also supervise voting at Business Meetings.**

**It shall be the duty of the Treasurer to prepare and keep the financial records of the Society and to prepare a financial report for the Business Meeting. The Treasurer shall work in conjunction with the Business Manager and the Finance Committee in ensuring the financial health of the Society. The Treasurer shall also have the power to hire such accountants as may be necessary to comply with the laws of the State of California.**

**A separate supplementary document titled "Addendum to Article V: Standing Committees" shall specify the titles and responsibilities of such committees. Should none exist, the document so titled shall specify that fact.**

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### ARTICLE VII MEMBERSHIP AND DUES

There shall be five classes of membership within the Society:

1. Regular Membership: Any individual paying the annual dues of the Society as fixed by the Board may become a Regular Member of the Society, shall be eligible to vote in all Business Meetings or special ballots, and shall receive Western Folklore, the official organ of the Society, and all other regular publications of the Society.
2. Student/Retired Memberships: Upon presentation of proper identification, a student may be eligible for a Student membership at a special discount rate fixed by the Board. Retired persons are also eligible for a special discount rate fixed by the Board. Student and Retired Memberships carry the same benefits as Regular Membership except that Student Members cannot be elected to the Board. However, only Student Members are eligible for nomination and election to the offices of Student Vice-President.
3. Institutional Membership: Institutional Membership dues are fixed by the Board. Institutional Members do not have voting privileges, nor are they eligible for election to the Executive Committee.
4. Life Membership: One may become a Life Member by paying a fee fixed by the Board. Life members shall have full voting membership in the Society and shall receive the Society's organ, *Western Folklore*, and all other regular publications of the Society as long as they live.
5. Joint Membership: Joint membership shall be fixed at half the price of the Regular Membership. It shall confer all privileges of Regular Membership save the receipt of the Society's organ, *Western Folklore*, and other regular publications of the Society. Joint Membership shall be limited to additional members of a household that contains at least one Regular Member.

## Proposed changes (in boldface)

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1. Regular Membership: Any individual paying the annual dues of the Society as fixed by the Board may become a Regular Member of the Society, shall be eligible to vote in all Business Meetings or special ballots, and shall receive Western Folklore, the official organ of the Society, and all other regular publications of the Society.
2. Student/Retired Memberships: Upon presentation of proper identification, a student may be eligible for a Student membership at a special discount rate fixed by the Board. Retired persons are also eligible for a special discount rate fixed by the Board. Student and Retired Memberships carry the same benefits as Regular Membership.
3. Institutional Membership: Institutional Membership dues are fixed by the Board. Institutional Members do not have voting privileges, nor are they eligible for election **or appointment** to the Executive Committee.
4. Life Membership: One may become a Life Member by paying a fee fixed by the Board. Life members shall have full voting membership in the Society and shall receive the Society's organ, *Western Folklore*, and all other regular publications of the Society as long as they live.
5. Joint Membership: Joint Membership shall be **available at a reduced rate. Joint Membership** shall confer all privileges of Regular Membership save the receipt of the Society's organ, *Western Folklore*, and other regular publications of the Society. Joint Membership shall be limited to additional members of a household that contains at least one Regular Member.

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### ARTICLE VIII MEETINGS

1. Business Meetings: A Business Meeting will be held at the convention of the Society. The Society shall convene at least once each year at a time and place to be determined by the Board. Notice of the convention shall be published at least six weeks in advance.
  
2. Board Meetings:
  - A. Ordinary Meetings: The Board shall meet once a year in Ordinary Session
  - B. Extraordinary Meetings: Given timely notice, the Board shall meet at the call of the Chairman, or at the call of at least two members of the Board.

At all Ordinary and Extraordinary Meetings, a specified period of time shall be reserved for the input of any and all members of the Executive Committee in attendance. Appointed members of the Board may be asked to leave a Board Meeting when their performance is under discussion.

The agenda of each Board Meeting and Business Meeting shall be prepared by the Chairman of the Board. Any Board member may place an item on the agenda. An item must be placed on the agenda of a Board or Business Meeting if a petition is received by the Chairman of the Board, signed by seven members of the Society with voting privileges, three weeks before that meeting. The Chairman should inform the Board of the Agenda of all Board Meetings at least one week before that Meeting. A tentative agenda of the Business Meeting shall be posted on the Society

## Proposed changes (in boldface)

### ARTICLE VIII MEETINGS

1. **Annual Meetings: The Society shall convene at least once each year, prevailing circumstances permitting, at a time and place to be determined by the Board. Notice of the Annual Meeting shall be published generally by means of a Call for Papers posted on the Society's website and sent electronically to the Society's membership.**
2. **Business Meetings: A Business Meeting shall be held during the Society's Annual Meeting. Meetings may be conducted in person or by such means as may be required by prevailing circumstances. All members of the Society in good standing shall be invited to the Business Meeting and are eligible to vote. The Chairperson of the Board shall present an agenda of items to be voted on by the membership and shall call for such reports as the Board deems necessary to inform the membership of the state of the Society and its future goals.**
3. Board Meetings:
  - A. Ordinary Meetings: The Board shall meet once a year in Ordinary Session
  - B. Extraordinary Meetings: Given timely notice, the Board shall meet at the call of the **Chairperson**, or at the call of at least two members of the Board.

**At all Ordinary and Extraordinary Meetings, a specified period of time shall be reserved for the input of any and all members of the Executive Committee. Appointed members of the Board may be asked to leave a Board Meeting when their performance is under discussion.**

**The agenda of each Board Meeting and Business Meeting shall be prepared by the Chairperson of the Board. Any Board member may place an item on the agenda. Any current member of the Society may request that an item of Society business be placed on the agenda of the Board or Business Meeting by submitting a petition signed by three current members, including the petitioner, to the Chairperson of the Board at least three weeks before the meeting. The Chairperson should inform the Board of the agenda of all Board Meetings at**

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Web site prior to the convention. A revised agenda should be provided to all members of the Society eligible to vote during the registration for the Annual Convention.

### ARTICLE IX ELECTIONS; APPOINTMENTS; VOTING PROCEDURES

All officers and candidates for office in the Society must be members of the Society who are eligible to vote.

The President shall be elected for a term of two years. Having been so elected, the President may stand for re-election to no more than one successive term. The President shall be elected in an odd-numbered calendar year.

The Administrative and Executive Vice-Presidents shall be elected for a term of two years and may stand for re-election to no more than one successive term. One Administrative Vice-President and one Executive Vice-President shall be elected in an odd-numbered calendar year. One Administrative Vice-President and one Executive Vice-President shall be elected in an even-numbered calendar year.

The two Student Vice-Presidents shall be elected for two-year terms. One Student Vice-President shall be elected in an odd-numbered calendar year, and one shall be elected in an even-numbered calendar year.

The Secretary shall be elected in an odd-numbered calendar year for a two-year term.

The Treasurer shall be elected in an even-numbered calendar year for a two-year term. .

The Editor of scholarly publications of the Society shall be appointed by the Board for a five-year term.

The Executive Editor(s) of Publications shall be appointed by the Board for a five-year term.

Persons appointed to fill vacancies on the Executive Committee or on the Board of Directors may stand for election to a full term of office upon completion of their appointive terms.

Appointed officers of the Society shall not concurrently serve on the Executive Committee as elected officers.

## Proposed changes (in boldface)

**least one week before that Meeting. A tentative agenda of the Business Meeting shall be posted on the Society website prior to the Annual Meeting. A revised agenda should be provided to all members of the Society eligible to vote during the registration for the Annual Meeting.**

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The President shall be elected for a term of two years. Having been so elected, the President may stand for re-election to no more than one successive term. The President shall be elected in an odd-numbered calendar year.

**The Vice-Presidents shall be elected for a term of two years and may stand for re-election to no more than one successive term. One Vice-President and one Director-at-large shall be elected in an odd-numbered calendar year. One Vice-President and one Director-at-large shall be elected in an even-numbered calendar year.**

**The two Student Directors-at-large shall be elected for two-year terms. One Student Director-at-large shall be elected in an odd-numbered calendar year, and one shall be elected in an even-numbered calendar year.**

The Secretary shall be elected in an odd-numbered calendar year for a two-year term.

The Treasurer shall be elected in an even-numbered calendar year for a two-year term. .

The Editor of scholarly publications of the Society shall be appointed by the Board for a five-year term.

The **Business Manager** shall be appointed by the Board for a five-year term.

Persons appointed to fill vacancies on the Executive Committee or on the Board of Directors may stand for election to a full term of office upon completion of their appointive terms.

Appointed officers of the Society shall not concurrently serve on the Executive Committee as elected officers.

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## Proposed changes (in boldface)

Each year a slate of candidates for office shall be prepared by the Executive Committee for election at the annual Business Meeting. Members may nominate candidates for specific offices by submitting a petition to the Executive Editor. The petition shall be signed by ten Society members and submitted at least two weeks before the annual Business Meeting. Election to office shall be by a simple majority of the membership present and voting at the Business meeting.

**Elected officers of the Society may serve in a temporary capacity as an appointed officer until such time as the role may be filled by a qualified non-elected member of the Executive Committee.**

**Each year a slate of candidates for office shall be prepared by the Nominating Committee for election at the annual Business Meeting. The slate shall be posted on the Society's website as least four weeks before the Annual Meeting. Members may also nominate candidates for specific offices by submitting a petition to the Board. The petition shall be signed by ten Society members and submitted at least two weeks before the annual Business Meeting.**

### ARTICLE X RECALL OF OFFICERS

The elected members of the Executive Committee may be recalled for cause on the written initiative of twenty percent of the Society's membership eligible to vote. A proper petition shall be received by the Board and shall be mailed to the membership eligible to vote along with a mail ballot. Two-thirds of the ballots returned by the deadline printed on the ballot shall be sufficient to recall an elected member of the Executive Committee.

Appointed members of the Executive Committee and all other Committees serve at the discretion of the Board. They may be dismissed by an action of the Board.

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Appointed members of the Executive Committee and all other Committees serve at the discretion of the Board. They may be dismissed by an action of the Board.

### ARTICLE XI AMENDMENTS

An Amendment or change to the Articles of Incorporation or the By-Laws of the Society may be initiated by three members of the Board or a majority of the membership voting and present at the Business Meeting. A proposed amendment or change of the Articles of Incorporation or By-Laws of the Society shall be mailed within six months to all members of the Society with voting privileges. Passage of the amendment or change shall be by two-thirds of the ballots returned by the deadline printed on the ballot. This deadline shall in no event be less than three weeks from the date the ballots are mailed to the membership.

### ARTICLE XI AMENDMENTS

An Amendment or change to the Articles of Incorporation or the By-Laws of the Society may be initiated by three members of the Board or a majority of the membership voting and present at the Business Meeting. A proposed amendment or change of the Articles of Incorporation or By-Laws of the Society shall be **provided** within six months to all members of the Society with voting privileges. Passage of the amendment or change shall be by two-thirds of the ballots returned by the deadline printed on the ballot. This deadline shall in no event be less than three weeks from the date the ballots are **provided** to the membership.

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### ARTICLE XII

#### DISSOLUTION OF THE SOCIETY

If in the course of three years the Society should fail to publish a journal or hold an annual meeting, the Society should be considered dissolved. Any assets of the Society should be transferred to the Endowment Fund of the American Folklore Society. Should the American Folklore Society no longer be in existence, the funds may be transferred to a nonprofit corporation with a similar purpose as that of the Society.

## **Proposed changes (in boldface)**

### ARTICLE XII

#### DISSOLUTION OF THE SOCIETY

If in the course of three years the Society should fail to publish a journal or hold an annual meeting, the Society should be considered dissolved. Any assets of the Society should be transferred to the Endowment Fund of the American Folklore Society. Should the American Folklore Society no longer be in existence, the funds may be transferred to a nonprofit corporation with a similar purpose as that of the Society.



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**Proposed changes (in boldface)**