

BY-LAWS FOR THE T. S. ELIOT SOCIETY
(Showing amendments XVIII–XX)
September 2010

ARTICLE I—NAME:

The name of the literary association is the T. S. ELIOT SOCIETY. As of December 2, 1986, the Society is incorporated under the laws of the state of Missouri.

ARTICLE II—PURPOSE:

1. To constitute a living and continuing memorial to T. S. Eliot;
2. To organize an annual memorial program which will be presented on or within a week of the poet's birthday on September 26, and which will be free and open to non-members;
3. To encourage fellowship among persons interested in T. S. Eliot's life, his art, his ideas, and his times;
4. To encourage scholarship on T. S. Eliot's life, his art, his ideas, and his times;
5. To cooperate on the national and international level with persons or organizations having similar interests; to encourage the establishment of such organizations;
6. To work toward the establishment of a fitting public monument to T. S. Eliot in the city of his birth, St. Louis, Missouri.

ARTICLE III—MEMBERSHIP:

Section 1—Regular:

CONTRIBUTING membership in the T S. Eliot Society is open to all persons who support the purposes of the Society and who pay the annual dues. The members shall be listed in such categories as may be established from time to time by the Board of Directors to recognize a graduated scale of annual contributions.

Section 2—Founder:

Leslie Konnyu, Founder of the Society, shall be a lifetime member.

Section 3—Honorary:

HONORARY (non-dues-paying, lifetime) membership may be conferred on friends and students of T. S. Eliot, distinguished for service in perpetuating the memory of the poet and knowledge of his work.

Section 4

The Society is opposed to discrimination based on sex, race, nationality, or religion.

Section 5

The members of the Society elect the members of their governing body, the Board of Directors.

ARTICLE IV—GOVERNMENT:

Section 1

The T. S. Eliot Society is governed by a Board of Directors.

Section 2

The Board of Directors elect the officers of the Society.

Section 3

The Board of Directors may, from time to time, elect individuals to honorary membership, the total not to exceed ten. Society members may nominate individuals for honorary membership by submitting their names to the President of the Society at least two months before the Annual Meeting. Board members may not be nominated during their terms of office. The President shall notify honorees of their election, and, upon their acceptance, publish the list of honorees annually in the Newsletter.

Section 4

The Board of Directors shall attempt to realize the purpose of the Society, as outlined in Article II of these by-laws.

Section 5

The Board of Directors shall establish from time to time the amount of the membership dues.

Section 6

The Board of Directors may, from time to time, confer Distinguished Service Awards on members who have rendered the Society notable service of long duration or distinction. Society members may nominate recipients by submitting their names to the President of the Society at least two months before the Annual Meeting. In the year following establishment of this award, multiple awards may be conferred; subsequently, up to two awards may be conferred annually. The President shall announce awards at the Annual Meeting and publish the names of current recipients in the Newsletter. Recipients will be presented appropriate diplomas of the Distinguished Service Award.

ARTICLE V—BOARD OF DIRECTORS:

Section 1

The six officers of the Society shall be members of the Board of Directors.

Section 2

Mr. Leslie Konnyu, Founder of the Society, and Mr. Earl K. Holt III, the Treasurer at the time of incorporation, shall be lifetime voting members of the Board of Directors.

Section 3

Enough additional Board members shall be nominated and elected by the membership of the Society from its own number to bring the total membership of the Board to twelve.

Section 4

Members of the Board of Directors shall serve for three years, with terms staggered, initially as the President shall determine, to insure continuity. Terms shall begin on July 1 and end on June 30 three years later.

Section 5

When a member of the Board of Directors who is not an officer of the Society resigns his or her position or is appointed an officer, a new member of the Board shall be elected during the next regular election cycle to complete the unexpired three-year term.

Section 6

In the election following the ratification of the preceding section, the Secretary shall rank the successful candidates in descending order of votes received. The term of the first-ranked candidate shall be four years, while the term of the last-ranked candidate shall be two years. Ties shall be broken by lot supervised by the President.

Section 7

The members of the Board of Directors elected by the membership of the Society may succeed themselves, but members of the Board of Directors who are officers of the Society may not succeed themselves in the same office except as provided by these By-laws.

Section 8

The Board of Directors shall have at least one meeting each year.

Section 9

All meetings shall be called by the President, or in the event the President is unable to call the meeting, by the Vice-President.

Section 10

The regularly scheduled meetings of the Board of Directors shall be open to the other members of the Society as spectators, except when the Board is in executive session to elect officers, to amend the By-laws, or to conduct other business at its discretion.

Section 11

The manual of authority in all parliamentary matters not covered in the By-laws shall be Robert's Rules of Order, revised edition.

(Amendment XVIII: Inserted new Section 12: Between its regularly scheduled meetings, the Board may also, at the request of the President or of any three members of the Board, conduct business over the Internet. The

Secretary shall summarize any business so conducted by the Board in an appendix to the minutes of its regularly scheduled meeting. [September 24, 2010])

ARTICLE VI—OFFICERS:

Section 1

The officers of the T. S. Eliot Society shall be elected by the Board of Directors from the members of the Society.

Section 2

The officers of the Society during their terms shall serve as members of the Board of Directors. Prior membership on the Board of Directors shall not be required for election or succession to office except as provided by these By-laws.

Section 3

Officers shall serve for three-year terms, with terms staggered, initially as the President shall determine, to insure continuity. Terms shall normally begin on January 1 and end on December 31 three years later.

Section 4

The Supervisor of Elections, the President, and the Vice-President may not succeed themselves.

Section 5

The Treasurer, Secretary, and Historian may succeed themselves in the same office.

Section 6

There shall be six officers of the T. S. Eliot Society:

(1) PRESIDENT

- (1a) The Vice-President shall become President in due course.
- (1b) The President shall call and chair meetings of the Board of Directors, and in advance of each meeting, shall distribute to all Board members the agenda for the meeting.

(Amendment XIX: [September 24, 2010])

~~(1c) The President shall arrange the programs for the public meetings of the Society, and shall present these arrangements to the Board of Directors for approval. The President is empowered to revise the approved plans if necessary to insure that the annual program is presented on time and in good order.~~

(1c) The President shall arrange the programs for the public meetings of the Society in consultation with the Program Committee. Chaired by the President, the Program Committee comprises the Vice President and one other member of the Board of Directors selected by the President and Vice President.

- (1d) The President, with the approval of a majority of the Board of Directors, may represent the Society in negotiating non-refundable grants in aid of its purposes.
- (1e) The President shall represent the Society in negotiations with persons and organizations approved by the Board of Directors to advance the Society's purposes, and shall arrange the Society's participation in approved joint activities; but the President shall not commit the Society to the funding of such activities except with the approval of a majority of the Board of Directors.
- (1f) Upon completion of term, the President shall become the Supervisor of Elections.

(2) VICE-PRESIDENT

- (2a) The Vice-President shall prepare an annual newsletter, and shall assist with funding and membership.
- (2b) In the event that the President is unable to perform his/her duties, the Vice-President shall perform in the place of the President.
- (2c) Upon completion of term, the Vice-President shall become the President of the T. S. Eliot Society.
- (2d) If the Vice-President resigns or is unable to serve, the Board of Directors shall elect from the members of the Society a new Vice-President to complete the unexpired term. Whenever

required to perform in the place of the President, the Vice-President may delegate to a member of the Board of Directors the duty of preparing the Society's newsletter.

(3) TREASURER

- (3a) The Treasurer shall be responsible for all financial affairs of the Society, including the collection of dues, the payment of debts, and the keeping of all records. The Treasurer shall present an annual statement of receipts and disbursements to the Board of Directors.
- (3b) The Treasurer shall maintain and distribute to other Board members a list of all regular and Honorary Members.
- (3c) The Treasurer shall assist the President and other officers with membership duties.

(4) SECRETARY

- (4a) The Secretary shall record the minutes of each meeting of the Board of Directors and shall present a copy of said minutes to the President within a reasonable time after the date of the meeting.
- (4b) The Secretary shall assist the President with correspondence and with membership.

(5) HISTORIAN

- (5a) The Historian shall collect and preserve all documents related to the life and history of the Society.
- (5b) The Historian shall make arrangements for appropriate photographs on all official occasions.
- (5c) The Historian shall write (or up-date) the history of the Society for publication on special occasions, to be determined by the Board of Directors.

(6) SUPERVISOR OF ELECTIONS

- (6a) The President of the Society shall become the Supervisor of Elections in due course.
- (6b) The Supervisor of Elections shall prepare ballots and shall cause them to be mailed to the members of the Society at least thirty days in advance of expected openings, except openings for officers, on the Board of Directors. For each such expected opening, the Supervisor of Elections shall have invited the nomination of candidates for election. He/she shall place on the electoral ballots the names of those members of the Society nominated in writing by five or more members of the Society at least sixty days in advance of the opening or openings. The Secretary shall tally the vote and notify the President.
- (6c) The Supervisor of Elections shall identify qualified and willing candidates for all offices (except those of President and Supervisor of Elections) which are expected to be vacated. After duly consulting with the President and the Vice-President concerning the qualifications of all the candidates, the Supervisor of Elections, as soon as possible but at least forty-five days before the next regularly scheduled meeting of the Board of Directors, shall submit to the Board his/her final roster of two candidates if possible but not more than two, for each office to be filled. At the next regularly scheduled meeting of the Board of Directors the members present exclusive of the one chairing the meeting shall vote, by separate ballot for each office, on the candidates duly reported by the Supervisor of Elections. Any qualified and willing candidates duly nominated from the floor shall equally be included in the balloting. In all elections for officers, the candidate receiving the highest number of votes shall be deemed elected; and the chair shall vote only to break a tie. Whenever the Board of Directors is required to elect a Vice-President to complete an unexpired term, the person performing the office of Supervisor of Elections shall proceed as if the office of Vice-President were being vacated in expected course, provided however that the process of consultation and of submission of a final roster may be accelerated by direction of the Board in order to advance the date of the election to the next regularly scheduled meeting of the Board. The voting procedures in such an election shall conform to those previously set forth in this Amendment.
- (6d) If the Supervisor of Elections resigns or is unable to serve, the President (or the Vice- President if performing in the place of the President) shall perform in the place of the Supervisor of Elections until the Board of Directors elects from its own number a new Supervisor of Elections to complete the unexpired term.

ARTICLE VII—AMENDMENT OF THESE BY-LAWS:

(Amendment XX: [September 24, 2010]) These by-laws may be amended at any ~~scheduled~~ meeting of the Board, **whether conducted in person or over the Internet**, by a majority vote of the Board members who do vote, provided that all members of the Board have been sent copies of the proposed amendments at least fifteen days before the meeting. **The amendments must be discussed at a meeting conducted in person, either when they are proposed or when they are voted upon.** ~~Board members may vote by mail by sending their ballot to the Secretary of the Society. Mail-in votes must be received by the Secretary on or before the date of the scheduled Board meeting.~~ **Board members who are absent from a regularly scheduled meeting of the Board may vote on proposed amendments by sending their ballots to the Secretary, ensuring that the Secretary receives them before the date of the meeting.**

ARTICLE VIII—DISSOLUTION:

In the event of the dissolution of this Society, all its assets shall be assigned to the Missouri Historical Society, St. Louis, Missouri, or its successor organization, without restriction, but with the request that these assets be used to enhance the Historical Society's collection of materials related to T. S. Eliot or members of his family.

THESE BY-LAWS are a revision of by-laws used by the Society previous to its incorporation. The old by-laws were written by the Founder Leslie Konnyu. The present by-laws were written by Jewel Spears Brooker, the President at the time of incorporation, and revised in accordance with suggestions by Leslie Konnyu, by Grover Smith, the Vice-President, and by Earl Holt, the Treasurer. **THESE BY-LAWS ARE IN EFFECT AS OF INCORPORATION (DECEMBER 2, 1986).** They also incorporate amendments made subsequently, in 1989, 1991, 2000, 2009, and 2010 (Amendments I–XX).