

**BYLAWS  
OF THE  
RICHARD RORTY SOCIETY**

ARTICLE I *Name and Registered Office*

**Section 1. Name.** The name of this corporation is the Richard Rorty Society, a nonprofit corporation organized under the laws of the State of Florida.

**Section 2. Registered Office.** The Corporation shall at all times maintain a registered office and a registered agent. The registered agent shall be one of the Corporation's officers or fellows. The registered office shall be the office of the Corporation's officer or fellow serving as registered agent.

ARTICLE II *Purpose*

The purpose of the Richard Rorty Society shall be to encourage study of the work and life of Richard Rorty (1931-2007), and to encourage and support work inspired by and in the spirit of his writing, across the disciplines.

ARTICLE III *Members and Supporters*

**Section 1. Generally.** Any person agreeing to the purpose of the Society will be admitted to membership and shall continue as a member while current dues are paid. Institutions may subscribe to the publications of the Society or support its mission in other ways; however, they are not considered to be members.

**Section 2. Dues.** Members will pay annual dues at a rate set by the Executive Committee. Membership runs on the calendar year, January through December. Payments are considered retroactive to January of the current year unless otherwise specified by the member or institutional subscriber.

**Section 3. Voting.** Each member shall have one vote in all business meetings and email ballots of the Society at large.

**Section 4. Fellows.** Any person who has served a term of office as President of the Society, and is also a current member, is a Fellow of the Richard Rorty Society. The Executive Committee may also appoint other individuals as Fellows of the Society. Fellows may serve in advisory capacities, or otherwise assist current officers of the Society in ways that may be established by the Executive Committee, the current President, or the Society at large.

ARTICLE IV Executive Committee

**Section 1. Composition.** The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, four at-large Representatives, and the Immediate Past President. No person can serve in more than one capacity on the Executive Committee.

**Section 2. Terms.** Each initial member of the Executive Committee named in the Articles of Incorporation shall serve until the first annual meeting of the Society following the adoption of these Bylaws or until his or her successor is elected and qualified. Thereafter, each ex officio member of the Executive Committee shall serve a term equal to the term of his or her qualifying (underlying) office and until his or her respective successor is duly elected and qualified. At the first annual meeting of the Society following the adoption of these Bylaws, the four (4) at-large Representatives shall be divided into two (2) equal groups so as to stagger their terms of office. The Representatives in Group 1 shall each serve an initial term of two (2) years and until their respective successors are duly elected and qualified; the Representatives in Group 2 shall each serve an initial term of three (3) years and until their respective successors are duly elected and qualified. Thereafter, each at-large Representative will serve a two-year term, which begins at the conclusion of the annual meeting following the election. Two Representatives shall be chosen every other year by a vote of the membership. No person can serve more than two consecutive terms as an at-large Representative.

**Section 3. Meetings.** The Executive Committee shall meet at such times and places as it may determine, or at special meetings called by the President or by a majority of the members of the Executive Committee. In the interim period between annual meetings of the Society, the Executive Committee shall conduct all matters normally required to administer the affairs of the Society, except for constitutional amendments and elections of officers. The Executive Committee may conduct its business by phone, e-mail, regular mail, or other means of communication. The Executive Committee will supervise the treasury and will not permit expenditures in excess of funds available. It will arrange all meetings of the Society and will require an announcement of their time and place to be conveyed to all members well in advance of Society meetings.

**Section 4. Selection.** Starting with the first annual meeting of the Society following the adoption of these Bylaws, the five (5) ex officio members of the Executive Committee shall be selected in accordance with the procedures described in Article V of these Bylaws for the filling of those offices. Starting with the first annual meeting of the Society following the adoption of these Bylaws, the four (4) at-large Representatives shall be elected by a simple majority vote of the Society's members in good standing actually present or represented by proxy; the election shall be conducted in the same manner as the election for officers. New members of the Executive Committee shall not take office until after the close of the annual meeting at which they were selected.

**Section 5. Removal.** An ex officio member of the Executive Committee may be removed from office in accordance with the procedures described in Article V of these Bylaws for the removal of such member from his or her qualifying (underlying) offices. Any of the four (4) at-

large Representatives may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Executive Committee then in office. Upon any member of the Executive Committee's removal, death, resignation, or inability to serve, the remaining members Directors shall elect a replacement member for the unexpired portion of the member's term of office.

#### ARTICLE V Officers

**Section 1. Officers.** The officers shall be a President, Vice President, Secretary, Treasurer, and the Immediate Past President. These offices are elected positions and are voted on by the membership as detailed in these Bylaws.

**Section 2. Terms.** At the Society's organizational meeting, the initial member of the Executive Committee named in the Articles of Incorporation shall select initial officers to serve through the first annual meeting of the Society following adoption of these Bylaws and until their successors are duly elected and qualified. Thereafter, the President shall serve a term of two (2) years and until his or her successor is duly elected and qualified; the Vice President shall serve a term of two (2) years and until his or her successor is duly elected and qualified; the Immediate Past President shall serve a term of two (2) years and until his or her successor is duly qualified and takes office; the Treasurer shall serve a term of three (3) years and until his or her successor is duly elected and qualified; the Secretary shall serve a term of three (3) years and until his or her successor is duly elected and qualified. No person can serve as President for more than two consecutive terms at a time. Any person who has previously served as President for two consecutive terms may serve as President once again two years after the end of the second consecutive term. There is no limit on the number of terms that the Secretary or Treasurer may serve. Terms of office begin at the conclusion of the annual meeting following the election.

**Section 3. Selection.** The chairperson of the nominating committee will report its nominations by mail, e-mail, or other appropriate means at least six weeks prior to the annual business meeting. This slate must include at least two candidates for every open elected position. In addition, any member of the Society may nominate additional persons for any elected office, by submitting such nominations to the President. Persons not members of the Society may not be nominated or hold office. At the first annual meeting of the Society following the adoption of these Bylaws, the President, President-Elect (serving for two years as Vice-President), the Secretary, and the Treasurer, shall be elected by a simple majority vote of the members in good standing actually present or represented by proxy. Thereafter, the President-Elect (serving for two years as Vice-President), the Secretary, and the Treasurer (or such of these officers as whose terms are expiring at any future annual meeting of the Society's members), shall be elected at the annual meeting of the Society's members by a simple majority vote of the members in good standing actually present or represented by proxy. The Secretary incumbent at the start of the election will certify the results of the election and cause them to be published to the Society's membership at the annual meeting. Other officers shall be selected as provided in these Bylaws

**Section 4. Removal and Vacancies.** Any officer elected by the Society's members may be removed from office, either with or without cause, at any time by the affirmative vote of two-thirds (2/3) majority of the Society's members in good standing actually present or represented by proxy whenever in such members' judgment the best interests of the Society will thereby be served. All other officers may be removed from office, either with or without cause, at any time by the affirmative vote of two-thirds majority of the members of the Executive Committee then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the President.

**Section 5. President.** The President shall be the senior officer and will have in his or her charge the general direction and advancement of the affairs of the Society. The President will preside at all meetings of the Society or its Executive Committee, and should help the Society to articulate its proximate and long term ideals, including plans for future activities and growth. After the term of office, the President becomes Immediate Past President and serves in an advisory role as a non-voting ex officio member of the Executive Committee until a new person is elected President. The President is charged with creating a preliminary agenda for the annual business meeting.

**Section 6. Vice President.** The Vice President, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors or by the President. It shall be the duty of the Vice-President to provide general support and assistance to the President. The Vice President will monitor the progress of all persons charged with organizing sessions at conferences for the purpose of ensuring the success of those projects. The Vice President will reserve a time and a place for the annual business meeting and publish that information to the membership through e-mail.

**Section 7. Secretary.** The Secretary shall issue notices of meetings and shall conduct all other official correspondence involving the Society both internally in relation to its active members and externally in relation to public notices and correspondence, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation (if any), shall serve as custodian for all corporate records, shall authenticate corporate records, and shall make such reports and perform such other duties as are incident to his or her office or which may be delegated to him or her by the President or by the Executive Committee. In addition, the Secretary will keep track of the terms of officers and notify the Secretary and the President when elections need to be held. The Secretary will be in charge of managing and certifying the results of all ballots of the Society, either at meetings or by mail.

**Section 8. Treasurer.** The Treasurer will be responsible for receiving and depositing all funds incoming to the Society, including all membership dues, subscription fees, or other monies paid the Society for any purpose whatsoever. The Treasurer shall keep a current list of members of the Society for purposes of officially establishing membership status when required for any reason. The Society's treasury shall be maintained in a "non-profit" bank account in the name of the Society. The Treasurer will also execute all payments and disbursements from the treasury

when such are authorized by the Executive Committee. The Treasurer will keep a written record of all financial activities pertinent to the treasury of the Society and will give a financial report at the Society's annual business meeting. These reports will be promptly recorded in the Society's minutes, and published to the Society's members. It shall be the responsibility of the Treasurer to coordinate his or her activities with those of the Secretary.

**Section 9. Immediate Past President.** Except as otherwise provided in these Bylaws, upon the natural completion of his or her term of office as the President of the Society, the outgoing President shall automatically succeed to the office of Immediate Past President. The Immediate Past president shall be an ex officio voting member of the Executive Committee and shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors

#### ARTICLE VI *Other Committees*

**Section 1. Generally.** The Executive Committee may appoint and designate one or more committees to perform one or more functions of the Corporation or the Executive Committee. The Executive Committee may appoint and remove, from time to time, members of such committees. All committees, standing and otherwise, shall report to the Executive Committee as requested by the Executive Committee but at least once annually, typically in connection with the annual meeting. Status as a committee member may be discontinued by a majority (five or more members) vote of the Executive Committee.

**Section 2. Nominating Committee.** The President shall appoint a nominating committee, composed of two members of the Society (not currently serving on the Executive Committee) and one currently serving on the Executive Committee (besides the President him or herself), to present nominees in accordance with election procedures given in these Bylaws. The term of office of this committee will expire at the conclusion of the election in question.

**Section 3. Session Organizers Committee.** The committee shall organize Richard Rorty Society sessions at the meetings of the Eastern, Central, and Pacific Divisions of the APA, the Society for the Advancement of American Philosophy, and at the meetings of other societies as appropriate, and shall be appointed by a majority vote of the Executive Committee for staggered terms of three years each, which terms shall be indefinitely renewable. These organizers shall be elected at the annual meeting or, if this is not possible, as vacancies occur.

**Section 4. Awards Committee.** This committee shall consist of three (3) members serving staggered terms of three (3) years each, who are appointed by majority vote of the Executive Committee, and who are not members of the Executive Committee or the Nominating Committee.

#### ARTICLE VII *Meetings*

**Section 1. Generally.** An annual business meeting of the Society shall be held at a time and place determined by the Executive Committee, ordinarily at a philosophy conference that

regularly attracts scholars of American philosophy, in the U.S. or abroad, or via Skype. At least one month prior to the annual meeting, the Secretary shall send each member an agenda for the business meeting.

**Section 2. Notice.** Unless otherwise required by law, no notice need be given of any regular meeting. Notice of a special meeting shall be given by any usual means of communications at least three (3) days before the special meeting and shall contain the date, time, location, and purpose of the special meeting.

**Section 3. Quorum.** A majority of the Executive Committee shall constitute a quorum for the transaction of business. The act of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. If a quorum is present when a meeting is convened, the Executive Committee members present may continue to do business, taking action by a vote of the quorum, until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, or the refusal of any member present to vote.

**Section 4. Action Without Meeting.** Unless required otherwise by law, the Articles of Incorporation, or these Bylaws, any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting, if a written consent is signed by all members of the Executive Committee, and if such written consent is filed with the minutes of proceedings of the Executive Committee. Written consent may be provided in counterparts and submitted to the Secretary.

**Section 5. Special Ballots.** A ballot on any issue coming before the Society will be initiated upon written request by five or more members present; the ballot shall be distributed either by mail or e-mail according to a vote of the members present at the meeting.

#### ARTICLE VIII Conferences

In order to promote the purpose of the Richard Rorty Society as stated in Article II, the Society shall endeavor to sponsor paper sessions at regional meetings of the American Philosophical Association, at national and regional meetings of the Society for the Advancement of American Philosophy, or at other locations as is deemed appropriate. The Executive Committee is charged with recruiting and hosting these sessions. The Executive Committee can convey this authority to individual Delegates to specific conferences, or to a Session Organizers Committee.

#### ARTICLE IX Communications and Publications

In order to promote the purpose of the Richard Rorty Society as stated in Article II, the Society shall seek venues for the publication of scholarship related to the work of Rorty. A Communications Director shall be appointed by a vote of the Executive Committee. The Communications Director will be primarily responsible for encouraging the publication of research related to the work and legacy of Rorty, especially by cultivating relationships with

extant journals and presses that would be receptive to publishing work by and about Rorty, and maintaining the Society's online presence.

ARTICLE X Tax-exempt Status and Activities Forbidden Thereby

The Richard Rorty Society is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Richard Rorty Society shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause (Article II) hereof. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI Distribution of Resources

All money raised by the Richard Rorty Society shall be distributed in such a way as to support new scholarship consistent with the Society's purpose as stated in Article II.

ARTICLE XII Amending the Constitution and Bylaws

Amendments to the Society's Bylaws may be proposed by the Executive Committee, or by petition of any five members of the Society. Amendments shall be adopted by a two-thirds (2/3) majority vote at the annual business meeting of members present or represented by proxy, unless a mail or e-mail ballot is requested. In case of a mail or e-mail ballot, a two-thirds (2/3) majority of those members replying within one month of the ballot mailing shall decide the issue.