

**BY-LAWS**  
**Of**  
**AMERICAN ASSOCIATION OF PHILOSOPHY TEACHERS, INC.**

**ARTICLE I-NAME**

The name of this corporation shall be the American Association of Philosophy Teachers, Inc., hereinafter sometimes referred to as the “Corporation”.

**ARTICLE II-OFFICES**

The principal office of the corporation shall be in the City of Elmira, County of Chemung of New York State. The Corporation may also have offices at such other places within or without this state as the Board of Directors may from time to time determine or the business of the corporation may require.

**ARTICLE III- PURPOSES AND RESTRICTIONS**

**3.01 Purposes**

The purposes for which the American Association of Philosophy Teachers, Inc. has been organized are: to promote and improve the quality of instruction in philosophy at all educational levels; to encourage research, experimentation, and investigation in the teaching of philosophy; to facilitate professional cooperation of the members; to hold public discussions and programs about the teaching of philosophy; to make available to teachers information concerning the selection, organization, and presentation of philosophical material; to sponsor the publication of desirable articles and reports; and to support and cooperate with individuals or organizations concerned with the improvement of instruction in philosophy.

**3.02 Seal**

The seal of the corporation shall be as follows:

**3.03 Restrictions**

The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any officer or employee of the corporation except that reasonable compensation may be paid for services rendered to and for the Corporation in connection with one or more of its purposes. The purposes of the Corporation are exclusively educational, literary, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The corporation shall not conduct any activities forbidden to organizations exempt under Section 501(c)(3) of the

Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

### **3.04 Books and Records.**

The corporation shall keep an original or duplicate record of the proceedings of the Executive Board, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation and an original or duplicate Board Register, giving the names of the Officers, and showing their respective addresses. The corporation shall also keep appropriate, complete and accurate Books and Records of account which shall be reviewed on an annual basis. The records provided for herein shall be kept either at the registered office of the corporation or at its principal place of business wherever situated.

## **ARTICLE IV - MEMBERSHIP**

### **4.01 Eligibility for Membership**

Membership in the Corporation is open to any person or organization engaged in or interested in the teaching of philosophy or in the improvement of such teaching, and sympathetic to the objectives of the Corporation.

Persons and organizations may become members of the Corporation when they file an appropriate membership application which is accompanied by the initial payment of membership dues.

### **4.02 Classes of Membership**

There shall be six types of membership in the Corporation:

- (1) **Regular Member.** Any person, without regard to race, color, creed, or sex, sympathetic to the objectives of the Corporation, having paid appropriate dues shall be a Regular Member of the Corporation. Within this category is recognized a person with Part-time or Adjunct employment, and dues for such person shall be equivalent to those for Emeritus and Student members. This nondiscriminatory language is hereby incorporated by reference into the other five (5) types of membership in the corporation, more specifically set forth in 4.02 subparagraphs (2), (3), (4), (5) and (6).
- (2) **Emeritus Member.** Any person, sympathetic to the objectives of the Corporation, who has retired from remunerative professional work, having paid his or her Emeritus Member's dues shall be an Emeritus Member of the Corporation.
- (3) **Honorary Member.** Any philosopher or teacher of philosophy, entitled to the highest recognition within the power of the Corporation to confer, shall be eligible for election as an Honorary Member, provided that such a person shall have demonstrated a distinguished career in teaching, research or service in philosophy. Nominations for Honorary Membership shall be proposed in writing to the Board of

Directors of the Corporation by at least five Regular Members of the Corporation. Such nominations shall be supported by appropriate biographical and bibliographical information. Nominees for Honorary Membership, upon receiving endorsement of a three-fourths majority vote of the Board of Directors voting, shall be declared elected. Honorary Members shall not be assessed dues.

- (4) **Student Member**. Any regular matriculated undergraduate or graduate student sympathetic to the objectives of the Corporation, having paid his or her Student Member's dues, shall be a Student Member of the Corporation.
- (5) **Sustaining Member**. Any person, organization or corporation interested in advancing the purposes of the Corporation shall be eligible to be a Sustaining Member. Any candidate for Sustaining Membership who shall have applied or been nominated, and paid the Corporation dues for Sustaining Members shall be a Sustaining Member of the Corporation.
- (6) **Life Member**. Any person eligible for Regular Membership and who has contributed not less than twenty-five times the annual dues for Regular Members in one calendar year to the Corporation shall be a Life Member.

#### **4.03 Benefits and Privileges**

- (1) All members of the corporation shall have the right to access the Members-Only area of the corporation website and shall be entitled to a discount on conference registration fees.
- (2) **Voting**. Regular, Emeritus, Student, Life, and Honorary members in good standing shall be eligible to cast one vote in elections, in business meetings, and on referenda of the corporation.
- (3) **Officers**. Regular, Emeritus, Life and Honorary members in good standing shall be eligible to hold elected office. Student members in good standing are eligible for election to the position of At-Large Member of the Board of Directors. Sustaining members are not eligible to be officers of the corporation.
- (4) **Appointed positions**. All members except Sustaining members are eligible for appointed positions, inclusive of those conjoined with membership on the Board of Directors.
- (5) **Termination of Membership**. A member in good standing may withdraw from membership by written notice. Such withdrawal does not entitle the member to any refund, either in part or in whole, of any dues paid. A member who is six (6) months in arrears on financial commitments to the corporation will be dropped from membership.

#### **4.04 Membership Meetings**

- (1) **Biennial Membership Meeting**. The membership meeting of the corporation shall be held at the biennial conference. The Secretary shall cause to be sent to every member in good standing at his e-mail or mail address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting. The meeting shall also be announced on the corporation's website not less than two (2) weeks before the date of the meeting.

- (2) **Regular Meetings.** Regular meeting of the corporation shall be held at the discretion of the Board of Directors. The Board of Directors shall announce on the corporation's website the time and place of such meetings at least two (2) weeks in advance of the meeting.
- (3) **Quorum.** The presence at any membership meeting of not less than twenty-five (25) members in good standing shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a less number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by the by-laws and the Secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.
- (4) **Membership Roll.** A membership roll showing the list of members as of the record date, certified by the Executive Director or Secretary of the corporation shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting consistent with 4.03(2) of these By-Laws.
- (5) **Rules of Order.** Membership meetings of the corporation shall be conducted in accordance with the current edition of Robert's Rules of Order newly Revised (hereinafter Robert's Rules) as applicable so long as they do not conflict with the provisions of the Articles of Incorporation or By-Laws of the corporation or other governing rules (such as the laws under which the corporation is incorporated).
- (6) **Chairperson.** The President of the corporation shall preside at regular and special full meetings of the membership. In the absence of the President, the Vice President shall preside; and in the absence of both the President and the Vice President the Executive Director shall preside.

#### 4.05 Special Meetings

- (1) Special meetings of the corporation may be called by the directors. The Secretary shall cause notice of such meeting to be sent to all members at the mail or e-mail addresses as they appear in the membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.
- (2) The unanimous consent of all present at the special meeting is both necessary and sufficient for the transaction of any business other than that specified in the notice.
- (3) **Quorum.** At a duly announced special meeting the quorum to conduct business shall be twenty-five (25) members in good standing.

#### 4.06 Fixing Record Date

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not

be more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty days prior to any other action.

#### **4.07 Actions by Members Without A Meeting**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

#### **4.08 Proxies**

- (1) **Right to Proxy.** Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.
- (2) **Procedures and Limits.** Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

#### **4.09 Order of Business**

The order of business at all meetings of members shall be as follows:

- (1) Roll call
- (2) Approval of the minutes of the preceding meeting
- (3) Reports of committees
- (4) Reports of officers
- (5) Old and unfinished business
- (6) New business
- (7) Good and welfare of the corporation
- (8) Adjournment

### **ARTICLE V – OFFICERS**

#### **5.01 Officers**

The officers of the corporation shall be: President, Vice President, Executive Director, Treasurer, and Secretary.

#### **5.02 Terms of Office**

- (1) **President.** The President shall serve for two (2) years and shall take office at the conclusion of his or her term as Vice President.
- (2) **Vice President.** The Vice President shall be elected biennially by a vote of the members for a two (2) year term.

- (3) **Executive Director.** The Executive Director shall be elected by the Board of Directors of the Corporation for a five (5) year term.
- (4) **Treasurer.** The Treasurer of the Association shall be elected by the Board of Directors of the Corporation for a five (5) year term.
- (5) **Secretary.** The Executive Director shall serve as the Secretary of the Corporation.

### 5.03 Duties and Responsibilities

- (1) **President.** The President shall be the chief executive officer of the corporation. She/he shall preside at all meetings of the members and of the Board; she/he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.
- (2) **Vice President.** In the event of the death, resignation, absence or disability of the President, the Vice president shall exercise the powers and perform the duties President. The Vice president shall supervise the recording and publishing of the minutes of the meetings. The Vice President shall perform such other duties as the Board shall prescribe.
- (3) **Executive Director.** The Executive director shall be the chief operating officer of the corporation and shall exercise general supervision over the day-to-day affairs of the corporation. The Executive Director shall maintain the national office of the corporation, keep membership records, and serve as signatory on all financial accounts of the corporation. The Executive Director shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. She/he shall attend to such correspondence as may be assigned, and shall approve and direct the dispatch of required and property notices. The Executive Director shall also carry out such other duties as the Board of Directors may require of him or her. In the event that the position of Treasurer is vacated, the Executive director shall remain as signatory and assume the responsibilities of Treasurer until the Board of Directors appoints a new Treasurer.
- (4) **Treasurer.** The Treasurer shall be the chief financial officer and a signatory on all financial accounts of the corporation. The Treasurer shall be the primary person responsible for disbursement of funds in payment of the corporation's bills. The Treasurer shall maintain records of all financial transactions of the corporation, and provide quarterly financial reports to the Executive Director, and as requested by the Executive Director or Board of Directors. In the event that the position of Executive Director is vacated, the Treasurer shall remain as signatory and assume the responsibilities of Executive Director until the Board of Directors appoints a new Executive Director.
- (5) **Secretary.** The office of Secretary of this corporation shall be held concurrently with that of the Executive Director.

### 5.04 Nominations and Elections

- (1) There shall be a Nominating Committee consisting of four (4) members of the corporation elected by a majority vote of members present at regular full meetings of the corporation and serving two (2) year terms.

- (2) The Nominating Committee shall nominate at least one (1) person each of the positions of Vice President and each three (3) At-Large Members of the Board of Directors. Additional nominations may be taken from the floor at the regular full meeting of the corporation.
- (3) Elections shall be by mail ballot sent by the Nominating Committee to members of the corporation not less than three (3) months in advance of the beginning of the terms of the Directors being elected

#### **5.05 Removal and Vacancies**

- (1) **Removal.** Any Officer appointed by the President or Board of Directors may be removed for good cause by a two-thirds vote of the Board. Elected Directors and Officers of the corporation may be proposed for removal for good cause by two-thirds vote of the Board of directors and removed if approved by a two-thirds vote of the membership.
- (2) **Vacancies.** Any vacancy occurring in the office of President or Vice President shall be filled by the Board of Directors with the appointee to serve out the unexpired term of the predecessor. The Vice President so succeeding shall at the completion of the unexpired term continue in the office of President for a full term as if she/she had not previously succeeded to the presidency. Any vacancy occurring in the office of the Treasurer shall be filled by the President with the appointee to serve out the unexpired term of the predecessor. All other vacancies shall be filled by the Board of Directors with the appointee to serve out the term of the predecessor.

### **ARTICLE VI - BOARD OF DIRECTORS**

#### **6.01 Management of the Corporation**

The responsibility for the general conduct of the affairs of the corporation shall be vested in a board, known as the Board of Directors, which shall have the full power and authority to do all acts and perform all functions which the corporation might do or perform, including setting dues, approving budgets, allocating funds, determining formation and location of the secretariat, appointment an executive director, determining the nature of the biennial conference, and appointment the editors of the newsletter, except it shall not have the power to modify the substance of official action taken by the membership or to amend the Articles of Incorporation. Members of the Board of Directors must be members in good standing of the corporation.

#### **6.02 Limited Liability of Directors**

A member of the Board of Directors shall not be personally liable for

monetary damages such for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the Directors' Liability Act (relating to standard of care and justifiable reliance); and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of an Officer pursuant to any criminal statute; or the liability of an Office for payment of taxes pursuant to local, state or federal law.

### **6.03 Composition and Chair**

- (1) **Composition.** The Board of Directors, hereinafter sometimes called "the Board," shall be composed of the President, the Vice president, the Executive Director, the Treasurer, the Secretary, three (3) At-Large Members, the immediate past President, the immediate past Executive Director of the Corporation who shall be limited to a two (2) year term.
- (2) **At-Large Members.** Three (3) At-Large members of the Board shall be elected by the members of the Corporation by a majority of those voting. The three At-Large members shall serve concurrent two (2) -year terms.
- (3) **Chair.** The President of the corporation shall serve as chair of the Board of Directors.

### **6.04 Increase or Decrease in Number of Directors**

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

### **6.05 Newly Created directorships and Vacancies**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the Articles of Incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

### **6.06 Removal and Vacancies**

- (1) Any or all of the directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.
- (2) Any vacancy occurring in positions of At-Large Members shall be filled by the Board of Directors with the appointee to serve out the term of the predecessor.



## 6.07 Resignation

A director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

## 6.08 Compensation

Members of the Board of Directors do not receive compensation for their services.

## 6.09 Meetings of the Board of Directors

- (1) **Meetings.** A regular annual in-person meeting of the Board shall be held immediately following the biennial membership meeting at the place of such meeting of members or in conjunction with a divisional meeting of the American Philosophical Association. The other regular annual in-person meeting of the Board shall be held in the alternate year of the biennial membership meeting. Special in-person meetings of the Board may be held at the discretion of the President, Vice President and Executive Director of the corporation. At any meetings of the Board, the President shall preside; in the absence of the President, the Vice President shall preside and in the absence of both the President and Vice President the Executive Director shall preside.
- (2) **Rules of Order.** The Board of Directors shall conduct itself in accordance with the current edition of Robert's Rules of Order as applicable so long as they do not conflict with the provisions of the Articles of Incorporation or By-laws of the corporation or other governing rules (such as the laws under which the organization is incorporated).
- (3) **Quorum.** For in-person meetings of the Board of Directors held in conjunction with meetings of the general membership, such as those held at corporation's conference, the quorum to conduct business shall be a majority of the Board members. For special in-person meetings, such as those held in conjunction with the divisional meetings of the American Philosophical Association, the quorum to conduct business shall be a minimum of five (5) Board members with at least two (2) of the following Board positions represented: President, Vice President and Executive Director.
- (4) **Open Meetings.** The meetings of the Board of Directors shall be open for observation and by invitation with the right to speak but not to vote, of any member of the corporation.

## 6.10 Action of the Board

- (1) **Notice.** Actions taken at any meeting of the Board of Directors shall be communicated to the entire Board within two (2) weeks of the meeting.
- (2) **Motions to Reconsider.** A motion to reconsider an action of the Board may be made by a Board member who has voted in favor of the original motion within two (2) weeks of the communication of the original action. The motion to reconsider may be discussed and voted upon via e-mail.
- (3) **Voting.** Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one (1) vote.

## 6.11 Standing Rules

The Board of Directors of the Corporation may determine its own Standing Rules as long as such rules are determined in accordance with the current edition of Robert's Rules and do not conflict with the provisions of the Articles of Incorporation or By-Laws of the Corporation other governing rules (such as the rules under which the organization is incorporated) or other rules established by the Corporation. The Board shall publish any such rules on the Corporation's website.

## 6.12 Notice of Meetings of the Board, Adjournment

- (1) **Notice.** Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors may be called by the President upon three (3) days' notice to each director either personally or by mail or by e-mail; special meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meetings without protesting prior thereto or at its commencement, the lack of notice to him.
- (2) **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

## 6.13 Executive and Other Committees

- (1) The Board of Directors is authorized to establish standing committee of the Corporation. The terms of office of members of any standing committee shall be determined by the Board.

- (2) The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three (3) or more directors. Each such committee shall serve at the pleasure of the Board.

## **ARTICLE VII - CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

## **ARTICLE VIII - DUES AND FINANCES**

### **8.01 Dues**

The Board shall determine the annual dues for each type of membership. Honorary members and paid-in-full Life members shall not be assessed dues.

### **8.02 Honoraria and Salaries**

The Board shall determine salaries and honoraria, if any, to be paid to the officials and employees of the corporation but no members of the Board of Officers may vote on any question involving a salary or honorarium to be paid to him or her.

### **8.03 Annual Budget and Audit**

The Board shall adopt an annual budget. It shall order an annual independent audit of the financial accounts of the corporation and shall give a financial report at each regular meeting of the Corporation.

### **8.04 Fiscal Year**

Unless or until the Board shall set a different fiscal year, it shall begin on January 1 or each year and end on December 31.

### **8.05 Sureties and Bonds**

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the Corporation and including

responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his/her hands.

#### **ARTICLE IX - AMENDMENTS TO THE BY-LAWS**

- 9.01** The By-Laws may be adopted, repealed, or amended at any meeting of the Board of Directors by the affirmative vote of a two-thirds majority of Board members.
- 9.02** Any proposed amendment to these By-Laws must be submitted to the Executive director in writing at least sixty (60) days prior to the meeting of the Board of Directors.
- 9.03** If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

#### **ARTICLE X - AMENDMENTS TO ARTICLE OF INCORPORATION**

- 10.01** Any proposed amendment to the Articles of Incorporation must be submitted in writing to the Executive Director, at least sixty (60) days prior to the regular membership meeting and signed by at least ten (10) members of the corporation. Proposed amendments shall be promptly submitted to the Board, which shall submit the proposed amendment in writing to the membership together with its recommendation for approval or disapproval.
- 10.02** The Board of Directors of its own volition at any regular or special meeting may propose amendments for consideration by the membership.

#### **ARTICLE XI- DISSOLUTION**

In the event of the dissolution of the corporation, the Board of Directors shall dispose of all corporation assets in such a way as to promote only such purposes as are exclusively educational, literary, or scientific with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they hereafter be amended.