

SOCIETY FOR DISABILITY STUDIES

I. ORGANIZATION

A. Name and Legal Basis

The Society for Disability Studies is a nonprofit organization incorporated under the laws of the State of Oregon governing nonprofit scientific and educational corporations.

B. Purpose

The Society for Disability Studies (SDS) is a nonprofit organization that promotes the exploration of disability through research, artistic production, and teaching. Disability studies encourages perspectives that place disability in social, cultural, and political contexts. Through its work the Society seeks to augment understanding of disability in all cultures and historical periods, to promote greater awareness of the experiences of disabled people, and to contribute to social change.

II. MEMBERSHIP

A. Composition

Any person sharing the interests of the Society may become a member upon payment of annual dues as prescribed pursuant to these Bylaws.

B. Membership Dues

A dues structure will be set by the Directors based on the annual income of individuals who apply for membership.

C. Power and Responsibilities of the Membership

The highest authority for deciding the policies and managing the affairs of the Society lies with the membership of the Society. It elects the Directors who serve as their representatives and may appeal the actions of the Board of Directors or any officer of the Society.

III. MEETINGS OF THE MEMBERSHIP

A. Accessibility of Meetings

All business of the Society will be conducted in a manner that provides reasonable accommodations for the needs of individuals with disabilities. The Society will endeavor to make its communications and physical environments accessible to people with disabilities.

B. Annual Meetings

Annual Meetings of the Society shall be held at a time and place to be determined by the Directors. The chief purpose of Annual Meetings is the exchange of information

through the presentation of papers and discussions, but the Society shall also transact such other business as may be necessary.

C. General Meetings

A General Business Meeting shall be scheduled during the Annual Meeting. The time and place of this meeting shall be announced at least four weeks in advance. All members not delinquent in their annual dues shall be entitled to vote in the General Business Meeting. No minimum quorum shall be necessary to convene the meeting.

IV. BOARD OF DIRECTORS

A. Composition

The membership of the Board of Directors shall consist of between nine and thirteen Directors, a maximum of five Board members emeriti, and such non-voting ex-officio Board members as deemed advisable by the Directors.

B. Directors

1. *Classification of Appointed Directors*

- a. At the first meeting of the Board of Directors, following the adoption of these Bylaws, the current, appointed members of the Board of Directors shall be divided into three classes of membership. The members of the first class shall hold office for a term of one year; the members of the second class shall hold office for a term of two years; the members of the third class shall hold office for a term of three years.
- b. At all annual elections thereafter, Directors shall be elected by the membership as provided below.

2. *Selection and Terms of Directors*

- a. The Society shall seek to reflect diversity with respect to disabled/nondisabled people, people with a range of disabilities, academic disciplines, occupation, gender, age, race/ethnicity, sexual orientation, and educational levels among its Directors.
- b. Directors shall be elected by a plurality vote of the members of the Society who vote from among a slate of candidates submitted by the Nominating Committee, and approved by the Board of Directors. Elections shall be completed approximately two months prior to the Annual Meeting. Directors shall serve three-year terms commencing at the end of the first Annual Meeting following their election. The membership shall elect approximately one-third of the Directors each year. Nothing herein shall be construed to prevent the election of Directors to succeed themselves. No member of the Board of Directors shall be a salaried employee of the Society. Any Director having served for two consecutive full terms or for a continuous period of seven years must wait at least one year before running for re-election to the Board.

3. *Vacancies among Directors*

Vacancies among Directors shall be filled by appointment made by a two-thirds majority vote of the remaining Directors. Each person so appointed to fill a vacancy shall remain a Director until the completion of the unexpired portion of that term. Nothing herein shall be construed to prevent the election of appointed Directors to succeed themselves.

4. *Responsibilities of the Directors*

The Directors shall exercise general supervision over affairs of the Society, and manage its finances.

The Directors are responsible for electing Officers of the Society, as provided below in Article V.

The Directors are responsible for appointing an Executive Officer to assist in the conduct of the business of the Society.

The Directors are responsible for determining the number and nature of Committees, and for the election of Chairpersons or Co-chairpersons to chair these Committees, as provided below in Article VI.

The Directors shall determine which issues brought to its attention require action by the membership.

5. *Removal of Directors*

Any Director may be removed from office for cause by a vote of two-thirds of the Directors. Before voting to remove a Director, the Board of Directors must notify that individual and provide an opportunity to respond to the concerns of the Board.

6. *Action by Written Consent*

If and when two-thirds of the Directors shall severally or collectively consent in writing, including by email, to any action to be taken by the Society, such action shall be valid as though it had been authorized at a meeting of the Board of Directors.

C. Board Members Emeriti

1. *Selection and Terms of Board Members Emeriti*

Upon a vote of the Directors, the five founding members of the Society shall be appointed Board Members Emeriti and shall be granted lifetime membership on the Board of Directors.

2. *Vacancies among Board Members Emeriti*

Vacancies among Board Members Emeriti shall not be filled.

3. *Responsibilities of Board Members Emeriti*

Board Members Emeriti shall be non-voting members of the Board of Directors and shall participate in all non-voting activities of the Board. Nothing herein shall be construed to prevent a Board Member Emeritus from serving concurrently as a Director if elected or appointed as stipulated in Sections IV.B.2. or in IV.B.3. above.

D. Ex-officio Board Members

1. *Selection and Terms of Ex-officio Board Members*

Any individual who serves as Chairperson of the Board or Clerk/Treasurer during his or her last year as a Director shall be appointed Ex-officio Board Member and shall be granted one year membership on the Board of Directors, commencing with the completion of his or her term as a Director.

2. *Vacancies among Ex-officio Board Members*

Vacancies among Ex-officio Board Members shall not be filled.

3. *Responsibilities of Ex-officio Board Members*

Ex-officio Board Members shall be non-voting members of the Board of Directors and shall participate in all non-voting activities of the Board. Nothing herein shall be construed to prevent an Ex-officio Board Member from changing her or his status to Director if appointed as stipulated in Section IV.B.3. above.

E. Meetings of the Board

The Board of Directors shall meet at least once a year prior to the General Business Meeting. It shall receive reports of all Officers and Committee Chairpersons. The Directors shall adopt a budget and appropriate money, and give their recommendations upon all questions to be presented to the membership. The Chairperson of the Board of Directors shall announce the time and place of the meeting at least four weeks in advance. The meeting shall be conducted under Roberts Rules of Order current at the time of the meeting. A majority of the Directors will constitute a quorum.

V. OFFICERS

A. Composition

The Officers of the Society shall be a Chairperson of the Board, also called the President, a Vice Chairperson of the Board, also called a Vice-President, a Clerk/Treasurer, and a Secretary. From time to time, as and when the Directors deem it appropriate, the Directors shall also elect a President Elect.

1. *Selection and Terms of Officers*

Officers shall be elected from among the Directors on the Board of Directors by the Directors at the first meeting of the Board after the annual election. Officers shall be elected by a two-thirds majority of the Directors. Officers shall serve a one-year term commencing with their election and terminating with the election of new Officers. Nothing herein shall be construed to prevent the election of Officers to succeed themselves or to prevent the election of Co-officers.

2. *Vacancies*

Vacancies among Officers shall be filled by a two-thirds majority vote of the Directors as provided above in Article V., Section A.1. Interim terms shall terminate with the election of new Officers.

B. Responsibilities of Officers

1. The Chairperson of the Board shall be considered the President of the Society for Disability Studies and preside at the General Business Meetings and at

all meetings of the Board of Directors. Except as otherwise provided by the Directors, the Chairperson of the Board shall see that the business of the Society is faithfully transacted. The Executive Officer of the Society shall report to the Chairperson of the Board.

2. The Vice-Chairperson of the Board shall assist the Chairperson and perform other tasks, as the Board shall direct. The Vice-Chairperson shall preside over meetings in the absence of the Chairperson.

3. The Clerk/Treasurer shall provide oversight of the receipt, custody, and disbursement of the Society's funds, and oversight of the maintenance of the Society's accounts. The Clerk/Treasurer shall report the Society's financial condition at the General Business Meeting. The Clerk/Treasurer shall also perform other duties as assigned by the Directors.

4. The Secretary shall have custody of the Minutes of the meetings of the Board and of the Society, and shall report all actions of the Board at the General Business Meeting. The Secretary shall perform other duties as assigned by the Directors.

5. The President Elect shall be a person expected to succeed the incumbent President at the conclusion of that President's term. The President Elect shall serve as a member of the Executive Committee and shall in most cases serve as either chair or co-chair of either the Accessibility/Arrangements Committee (usually called the Site Committee) or of the Program Committee and shall perform such other duties as the President Elect and the Directors shall jointly determine.

There shall be an Executive Committee consisting of the Officers of the Society. This Executive Committee shall make general operating decisions for the Society between meetings of the Board. The Executive Committee shall determine which specific issues brought to its attention require the action of the Directors.

C. Executive Officer

1. *Duties*

The responsibilities of the Executive Officer include the following:

- a. Overseeing fiscal activities of the office, including: authorizing expenses up to a pre-determined amount set by the Directors and reviewed on a regular basis, supervising staff in documenting income and expenditures, preparing reports of office fiscal activity at the request of the Board, including an annual report of income and expenditures to be presented to the Board of Directors at the Society's annual meeting, and preparing a proposed budget for running the national office and submitting that budget for approval to the Board in the annual report;
- b. Obtaining certified financial audits, when requested by the Directors;
- c. Hiring, supervising, and evaluating staff;
- d. Keeping the Board informed about office operations through regular updates to the President and timely notification of the

- President of any problems, questions of procedures, or other significant issues and events as they arise;
- e. Representing the society's positions, when called upon, to the membership and the public at large;
- f. Attending meetings of the Board of Directors;
- h. Assisting the Board in implementing the goals and objectives of the Society;
- i. Assisting the Board in implementing the plans of the Board for the Annual Meetings as well as other meetings;
- j. Maintaining the Society's membership rolls and assuring distribution of Board-directed mailings to all Society members.
- k. Performing other tasks as the Board shall direct.

2. *Selection*

The Executive Officer is recruited by the Board and charged by the Board with overseeing the operation of the national office. The Executive Officer reports to the Chairperson of the Board and serves as a non-voting member of the Executive Committee and Board. The Board of Directors is responsible for overseeing and evaluating the work of the Executive Officer.

VI. COMMITTEES OF THE BOARD OF DIRECTORS

A. Composition

There will be seven Standing Committees as follows: the Accessibility/Arrangements Committee, the Policy Committee, the Finance Committee, the Membership Committee, the Nominating Committee, the Program Committee, and the Research and Publications Committee. In addition, the Directors shall be responsible for determining the number and nature of any ad hoc Committees necessary to the Society. Ad hoc Committees may be added, deleted, or altered as needed, without amendment to these Bylaws, by a two-thirds majority vote of the Directors.

B. Selection and Terms of Committee Chairpersons and Members

1. *Selection and Terms of Committee Chairpersons*

Committee Chairpersons shall be elected by the Directors at the first meeting of the Board after the annual election. Chairpersons shall be elected by a majority of the Directors. Committee Chairpersons shall serve a one-year term commencing with their election and terminating with the election of new Chairpersons. Nothing herein shall be construed to prevent the election of Committee Chairpersons to succeed themselves, or to prevent the election of Committee Co-chairpersons or Assistant Chairpersons.

2. *Vacancies*

Vacancies among Committee Chairpersons shall be filled by a two-thirds majority vote of the Directors as provided above in Article VI, Section B.I. Interim terms shall terminate with the election of new Chairpersons.

3. *Selection and Terms of Committee Members*

Appointment of Committee members shall be the sole responsibility of the Committee Chairperson, and Committee members shall serve at the Committee

Chairperson's discretion. Any member of the Society may serve as a Committee member, and Committee Chairpersons shall seek to encourage Committee participation by members of the Society who are not Board members, as well as members of the Society who are Board members. Nothing herein shall be construed to prevent the appointment of Committee members to succeed themselves or to prevent the appointment of Committee members to more than one Committee.

C. Responsibilities of the Committee Chairpersons

The Committee Chairpersons shall preside at all Committee meetings. The Committee Chairperson of each Committee shall propose a budget to support committee activities in consultation with the Clerk/Treasurer and report periodically to the Chairperson of the Board on committee activities. All Committee Chairpersons must submit a written report to the Board of Directors two weeks prior to the Annual Meeting. Except as may otherwise be provided by the Directors, the Committee Chairperson shall see that the business of the Committee is faithfully transacted.

D. Responsibilities of the Committees

1. *Accessibility/Arrangements Committee*

The Accessibility/Arrangements Committee shall seek to make all meetings and all publications associated with the Society totally accessible to all Society members. This shall include, but not be restricted to, the physical accessibility of all meeting rooms, the availability of sign interpreters, upon request and when feasible, for all meetings at which persons with hearing impairments will be participants, and the availability of non-visually formatted materials, upon request and when feasible, for all publications of the Society.

2. *Policy Committee*

The Policy Committee shall inform the Board of public issues relevant to people with disabilities that may require action on behalf of the Society, and shall assist in drafting statements supporting actions that promote the interests of disability advocacy and policy.

3. *Finance Committee*

The Finance Committee shall advise and assist the Board in all matters pertaining to finance and shall seek to develop sources of external funding.

4. *Membership Committee*

The Membership Committee shall disseminate information about the Society and conduct outreach with the goal of encouraging new members to join the Society. The Membership Committee shall seek to preserve and enhance both the multi-disciplinary nature of the Society and the involvement of disabled and nondisabled participants.

5. *Nominating Committee*

The Nominating Committee shall solicit candidates for the Board of Directors from the membership of the Society. It is the responsibility of the Nominating Committee to develop the slate of candidates on which the membership votes. The Nominating Committee shall conduct elections in accord with Section IV.B.2. above.

6. *Program Committee*

The Program Committee shall finalize the program on behalf of the Society, and in concurrence with decisions by the Directors, for the Annual Meeting that occurs during their Committee term. The Program Committee shall also have the responsibility for soliciting proposals for papers and other presentations for the Annual Meeting, and for making the final determination on proposals that will be accepted for presentation.

7. *Research and Publications Committee*

The Research and Publications Committee shall have the responsibility for developing all Society scholarly publications, and for suggesting, for consideration by the Board of Directors, the charge, if any, for these publications. The Research and Publications Committee shall develop a budget for each publication for presentation to the Board of Directors. The Research and Publications Committee shall also seek to encourage the development of scholarly research of concern to people with disabilities.

8. The responsibilities of the above seven Standing Committees may be expanded by a majority decision of the Directors.

E. In the event that other Committees are added by vote of the Directors, these new Committees and the new Committee Chairpersons shall be governed by Article VI, Sections B. and C. above.

VII. AMENDMENT AND REPEAL

A. Except for Article VII, Section B, and Article IX, these Bylaws may be altered, amended, or repealed at any Board meeting with approval of a two-thirds majority of the Directors provided the proposed change was submitted to all Board members four weeks in advance of the meeting at which the vote was taken. These Bylaws may also be altered, amended, or repealed by the written consent of a two-thirds majority of the Directors.

B. Amendments to Article IX and this paragraph may only be made by unanimous vote of the entire membership of the Board of Directors, or by an eighty percent vote of the entire membership of the Board of Directors at two consecutive Annual Meetings.

VIII. FINANCES

A. *Responsibility*

The Directors are responsible for maintaining adequate finances for the Society's operation, and for that purpose are authorized to fix membership dues and Annual Meeting registration fees.

B. *Dues*

Membership dues, in the amount determined by the Directors, shall cover membership for one year, the dates of which shall be established by the Directors. The

Board shall send a renewal notice to each member no later than one month before the end of the membership year.

C. Financial Records and Reports

The Directors, acting through the Clerk/Treasurer, are responsible for the receipt, custody, and disbursement of the Society's funds, and for keeping the Society's accounts. The Directors, through the Clerk/Treasurer, shall report the Society's financial condition at each annual General Business Meeting.

IX. DISSOLUTION

The Society for Disability Studies may be dissolved by (1) a unanimous vote of the membership of the Board; and (2) a plurality vote of the members of the Society who vote. Upon dissolution or liquidation of the Society for Disability Studies, any funds or assets will be distributed (1) by the Board to another nonprofit corporation organized and operated exclusively for promoting the development of social scientific knowledge concerning disabled persons in society and which has established its exempt status under Section 501 (c) (3) of the Internal Revenue Code; or (2) by the trustees of Willamette University to a nonprofit agency meeting the criteria stated above and which has established its tax exempt status.

Dated: (original dated July 23, 1987)

These Bylaws were adopted by the Board of Directors by unanimous vote at its meeting on (original dated July 22, 1987)

(original signed by Irving K Zola
Chairperson of the Board

(original signed by Stephen
Clerk/Treasurer

(Amended by a two-thirds majority of Directors on January 31, 1992. Written consent was given for Bylaw changes/additions dated November 30, 1991, by Directors Barbara Altman, Adrienne Asch, Sharon Barnartt, Stephen C. Hey, Mitchell P. LaPlante, Elaine Makas, David Pfeiffer, Jessica Scheer, Katherine D. Seelman, and Kim Smith. These signed consent forms are on file. Amended by a two-thirds majority of Directors at an in-person meeting in Philadelphia, PA on June 2, 2010. Further amended by a unanimous vote of the Directors at an in-person meeting in Denver, CO on June 20, 2012. Further amended by unanimous vote of the Directors with consent in writing, following the Board meeting on April 22, 2016.)