

THE EUGENE O'NEILL SOCIETY
BY-LAWS

As Adopted by the Membership
at the
First Annual Meeting

Tao House, December 29, 1979

and

Subsequently Amended

December 1999,

December 2001,

December 2003,

October 2007,

May 22, 2009

Proposed May 2010, approved at June 27, 2011 meeting

December 11, 2017

**THE EUGENE O'NEILL SOCIETY
BY-LAWS**

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BY-LAWS
OF
THE EUGENE O'NEILL SOCIETY

ARTICLE I

PURPOSES

Section I.1: Statement of Purposes

The specific and primary purpose for which this corporation, The Eugene O'Neill Society (hereinafter referred to as the "Society"), is formed is to promote the study of the life and works of Eugene O'Neill and the drama and theatre for which his work was in large part the instigator and the model.

The particular purposes of the Society are to form an international organization whose members will join in the exploration of O'Neill's life and works by means of historical and critical writing, artistic performances on stage, film, television, radio and recordings, by the amassing of historical documentation, by the organization of international conferences on a regular basis, and by publications devoted to O'Neill and his plays. The subjects of study shall include not only Eugene O'Neill and his works, but all aspects of the American and world theatres.

The Society is formed for the purposes of performing all things incidental or appropriate to the achievement of the foregoing objectives, and shall have such other charitable, literary and educational purposes as the Executive Officers (hereinafter "Officers") and the Directors (hereinafter "Directors") may authorize or approve from time to time. The Society shall hold and may exercise such powers as may be conferred upon a non-profit corporation by the laws of the State of Rhode Island and as may be necessary or expedient for the administration of its purposes; provided, however, that in no event shall the corporation engage in any activities which are not charitable, artistic or educational in nature.

ARTICLE II

PRINCIPAL OFFICE

Section II.1: Location

The principal office for the transaction of the business of the corporation shall be that of the elected Secretary of the Society, or such other place as the Officers may from time to time determine.

ARTICLE III

MEMBERSHIP

Section III.1: Terms of Membership

a) Membership in the Society shall be open to all interested persons upon payment of annual dues in the amount determined by the Officers and Directors.

b) The membership year shall be from January 1 through December 31. Dues are payable as of January 1.

c) Any member who does not renew membership by March 1 will be notified by the Secretary; if dues payment is not received by April 1, the Secretary will drop the member from the rolls.

d) New members joining before October 1 shall have their memberships credited as of the current year and shall receive the Newsletter as of that date.

e) New members joining on October 1 or later shall have their dues credited to the following year, when they will begin to receive the Newsletter.

Section III.2: Classes of Membership

Membership shall be divided into the following categories without distinction as to rights and privileges except as noted in III.3 and III.4 below:

a) Student Members: enrolled students actively pursuing a course of study in a recognized school, college, university, conservatory or private school of theatre, art, or dance.

b) General Members

c) Emeritus General Members (age 65 or over)

d) Two in one household

e) Sustaining Members

f) Life Members

g) New Members

h) Legacy Members

Section III.3: Classification of Members Eligible for Election

Officers and Directors shall be chosen from categories b), c), d) and e) above.

Section III.4: Privileges of Members

Membership in the Society shall carry the following rights and privileges:

a) With the exception of Institutional Memberships, all Members shall have the right to vote for Officers and Directors of the Society as hereinafter provided.

b) Members shall be privileged to attend regularly scheduled meetings of the Society.

c) Members shall receive regular announcements of the Society's activities, elections and other matters germane to the business of the Society.

ARTICLE IV

GOVERNING BOARD

Section IV.1: Definition of the Governing Board

Except as otherwise noted, the governing board of the Society shall be the Directors of the Society acting in concert with the Executive Officers to determine the policies and establish the Society's programs.

ARTICLE V

EXECUTIVE OFFICERS

Section V.1: Authority of Officers

Except as otherwise provided by these by-laws, by the articles of incorporation, or by the laws of the State of Rhode Island now or hereafter in force, all corporate powers of the Society shall be vested in and exercised by, or under the authority of, and the business affairs of the Society shall be controlled by, the Executive Officers.

Section V.2: Number of Officers

The Society's Officers shall consist of a President, a Vice-President, a Secretary/Treasurer, an International Secretary for Asia, an International Secretary for Europe, and other International Secretaries as the need arises. (changed at June, 27, 2011 board meeting.)

Section V.3: Remuneration of Officers and Expenditure of Society Funds

- a) Officers shall receive no compensation for their services, but may be reimbursed for reasonable personal expenditures not to exceed \$100 per annum incurred on behalf of the Society.
- b) Personal expenditures by officers that exceed \$100 per annum must be approved by the Directors.
- c) Single expenditures on behalf of the Society exceeding \$100 each, such as advertising, purchase of mailing lists, and other exceptional costs, must be approved by the Directors.
- d) Routine expenditures for postage, office supplies, stationery, fees, secretarial help and the like shall be at the discretion of the Secretary and/or Treasurer.

Section V.4: Terms of Office and Election of Officers

- a) Executive Officers shall be elected by a majority vote of the members of the Society voting in any given election.
- b) Term of office for the President shall be 3 years and Vice-President shall be for three (3) years, with the possibility of re-election to one but not more, consecutive term of office. The Vice President is automatically nominated to be President at the conclusion of the President's term(s) of office
- c) The Secretary/Treasurer shall serve terms of four (4) years, with the possibility of re-election for an indefinite number of consecutive terms.
- d) International Secretaries, as appointed officers, shall serve indefinite terms at the discretion of the Directors.
- e) Persons who served as Officers pro tem prior to the formation of the Society may be eligible for election to a regular term of office.
- f) The first election of Officers shall be held by written ballot distributed to those attending and paying or having paid dues at the time of the first official meeting of the Society in December 1979.
- g) Elections shall be held as needed after the date of the first election, as prescribed in Article VIII below.

h) A vacancy among the positions of the Officers, caused by reason of resignation, disability, or death shall be filled by a person named by a majority of the Directors.

Section V.5: Powers of Officers

The Executive Officers of the Society shall exercise the powers of the corporation, control its property and conduct its affairs. Without in any way limiting the generality of the foregoing, the Officers shall have full power to

a) Enter into any and all contracts, leases and other agreements which in their judgment may be beneficial to the interests and purposes of the corporation, or necessary and desirable in the conduct of the affairs of the Society,

b) Receive property by devise or bequest, subject to the laws regulating the transfer of property or by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities from other corporations.

c) Convey, exchange, sell, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property of the corporation, real or personal.

d) Act as trustee under any trust incidental to the principal objects of the Society, and receive, hold, administer and expend funds and property subject to such trust.

e) Borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment or performance of its obligations.

f) Receive membership dues and other incoming funds essential to the operation of the Society.

g) Solicit funds from private and public sectors for the carrying-out of the Society's purposes.

h) Lend or grant money for reasons consistent with the Society's scholarly and artistic purposes and accept conditional or unconditional promissory notes therefore, interest-bearing or non-interest-bearing, secured or unsecured.

i) Appoint standing committees of the Society as needed.

j) Do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Society.

Section V.6: Duties of the Individual Officers

The duties of the individual officers are as follows:

a) President. The President shall be the chief executive officer of the Society. The President's duties shall include exercising general supervision over and management of the business and affairs of the Society. In addition, the President shall

i) preside at all meetings of the Society and those of its Officers and Directors.

ii) execute either personally or by designate(s) such programs as the Society may wish to initiate.

b) Vice-President. The Vice-President shall perform such duties as may be prescribed by the President, including those described above in the event of the President's absence or disability. The Vice President will Chair the membership committee, which will consist of two directors and the Vice President (see VI.4.a below).

c) Secretary. The Secretary shall perform the following duties:

- i) Keep the Minutes of all meetings of the Society and of its Officers and/or Directors.
- ii) Keep a roster of active members and their addresses, in which shall be recorded the termination of any membership and the date on which said membership ceased, and to publish annually a list of active members.
- iii) Ensure the mailing of the Society's informational announcements.
- iv) Perform such other duties as may be prescribed by the President from time to time.

d) International Secretaries. The Board of Directors shall be authorized to appoint International Secretaries as the need arises. These International Secretaries shall actively encourage a network of memberships in all non-United States countries.

e) Treasurer. The Treasurer shall perform the following duties:

- i) Collect the dues and cause to be kept regular, true and full accounts of all property of whatever description owned by the Society and of all business transacted by the Society.
- ii) Make detailed reports of the same to the Officers and/or the Directors when called upon.
- iii) File or cause to be filed all tax returns, information returns or other reports of the Society's income, receipts, expenditures and assets required by federal, state or local governmental or other authorities.
- iv) Perform, in addition, such other duties as may be delegated by the President from time to time.

ARTICLE VI

DIRECTORS

Section VI.I: Number and Structure of Board of Directors.

- a) There shall be twelve (12) elected Directors. This does not include ex-officio Directors. (By-law change approved 5/29/10)
- b) Directors shall be chosen from the membership by election, but representation must in part derive from the following categories:
 - i) The scholarly communities in the United States
 - ii) The scholarly communities outside the United States
 - iii) The performing arts
 - iv) Representatives of such organizations as The Provincetown Playhouse on the Wharf, Inc.; Monte Cristo Cottage of The Eugene O'Neill Theater Center; and The Eugene O'Neill Foundation, Tao House.
- c) In the event that nominees cannot be found to serve in all of the above categories, the incumbent Officers shall be empowered to alter the composition, but not the number, of the Board of Directors without recourse to a change in the by-laws of the Society, it being understood that whenever candidates are available, the prescribed structure shall be adhered to.
- d) Directors shall receive no payment for services to the Society.

Section VI.2: Term of Office of Directors

Directors shall be elected by the membership for a term of four (4) years, except that in the first annual election five (5) shall be elected for a two (2) year period.

Section VI.3: Powers of the Directors

Directors shall have the following powers:

- a) To approve by majority vote claims of over \$100 per annum for reimbursement to Officers for personal expenses incurred in carrying out the Society's business.
- b) To name by majority vote replacements for Officers who are unable to complete a term of office.
- c) To approve by two-thirds (2/3) vote all proposed changes in these By-Laws as may be recommended by the Officers of the Society and to initiate such changes in the By-Laws as appear necessary and proper.
- d) To approve by majority vote recommendations of the Officers for changes in the structure of dues.
- e) To initiate by unanimous vote recall elections for the removal of any Officer whose performance of official duties is characterized by neglect or malfeasance.
- f) To approve by majority vote the issuing of special publications as recommended by the Officers and/or Membership.
 - i) The term "special publications" shall not include informational announcements, routine program material or advertisements concerning the Society's meetings or membership drives. It shall include feature articles written in the name of the Society for newspapers and magazines or for dissemination through other media, and all books or journals incorporating material prepared by or for the Society, such as papers read at the Society's annual meetings or at special seminars sponsored by the Society.

Section VI.4: Duties of the Directors

Directors shall have the following duties:

- a) To work in concert with the Officers in order to develop appropriate programs for the Society.
 - i) One Director shall be nominated and elected as Conference Coordinator (2-year term) who shall oversee the development and chairing of panels at conferences where the Society has a presence (i.e. MLA, ALA, CDC). The Conference Coordinator will keep up with submission deadlines, find members willing to chair these panels, and contribute to the development of panels that advance the study of O'Neill's life and literature. Although the Conference Coordinator is not responsible for the International Conferences, he or she may participate in the planning and coordination
 - ii) Two Directors will be nominated and elected as part of a three-person Membership Committee, which will be led by the current Vice President of the Society. These Directors will serve a three-year term. Members of this committee will develop and oversee ways of growing membership of the Society through various means approved by the Executive Committee.

- b) To advise Officers as to desirable changes in the Society's policies which may or may not necessitate changes in these By-Laws.
- c) To conduct the Society's elections as hereinafter prescribed.
- d) To appoint persons to fill out terms left vacant by resignation, disability or death of incumbent Officers or Directors.
- e) To carry out such other duties as may from time to time be prescribed by the Officers.

Section VI.5 Honorary Directors

- a) Upon the recommendation of any member of the Society, the Directors and Officers of the Society, through the Society's President, may invite distinguished persons who were associated personally with Eugene O'Neill or with the scholarship or performance of his plays or with the sponsorship of the Society's programs to become Honorary Directors of the Society.
- b) Honorary Directors shall have all rights and privileges of the Members of the Society.
- c) Honorary Directors shall be invited to attend and participate in all meetings of the Directors, but shall not be considered as voting Members of the Board of Directors.

ARTICLE VII

MEETINGS AND QUORUMS

Section VII.1 Meeting of the General Membership

- a) There shall be a minimum of one (1) meeting of the General Membership annually at such place as determined by the Officers.
- b) A quorum of Members shall be considered to be those present and eligible to vote.
- c) Additional meetings or group activities may be scheduled with the consent of the Officers and Directors.
- d) The membership may call a meeting of the Society at any time by petition to the Officers and Board. The number of petitioners shall be determined by the Officers and Board and inserted here _____.

Section VII.2: Meetings of Officers

- a) Officers shall meet at least once annually. Additional meetings may be arranged as necessary and convenient.
 - i) A quorum of officers shall be considered to be the President or Vice-President, the Secretary and one other Officer.
- b) Officers shall meet at least once annually with the Directors.
 - i) The annual meetings of Officers under a) above and of Officers and Directors may be combined into a single session.
 - ii) At meetings of Directors and Officers, a quorum shall consist of the president or Vice-President, the Secretary and a minimum of five(5) directors.
 - iii) At combined meetings, the President shall preside.

Section VII.3: Meetings of Directors

- a) Directors shall meet at least once annually.
 - i) A quorum shall consist of a minimum of five (5) Directors.
 - ii) A chairperson of the Directors, to serve in that capacity for one (1) year, shall be named by majority vote of the Directors at the first annual meeting, or earlier by mail ballot. The Chairperson works with the Officers to determine the slate for all elections of officers and directors.
- b) The annual meeting of the Directors may be combined with the meeting with the Officers under Section VII.2.b above.

ARTICLE VIII

ELECTIONS

Section VIII.1: Election of Officers and Directors

The Chairperson of the Board of Directors and the Officers shall serve as a Nominating committee. Six (6) months prior to the Annual Meeting the Board shall, by whatever means it wishes, consult with the membership concerning possible nominations. The Nominating Committee shall prepare a slate of those members willing to serve and present it to the membership through email or other electronic means. At this time, the Nominating Committee will initiate a two-part online voting process, with the first step opening the Slate for further nominations from the membership for a time-limit announced at the same time as the slate of nominees. Once nominations close, the Nominating Committee will initiate the second step: online voting for the slate of candidates for a time-limit announced through email or other electronic means. The results of the voting will be announced at the next Annual Meeting.

ARTICLE IX

DUES

Section IX.1: Structure of Dues

Unless altered by action of the Officers as approved by the Directors, the following schedule of annual membership dues shall be in effect as of January, 1980:

	<u>1980</u>	<u>Changed 2000</u>	<u>Proposed Changes 2012</u>
a) Student Membership	\$10	\$15	\$20
b) General Membership	\$30	\$35	\$45
c) Emeritus General Membership	\$10	\$15	\$30
d) Family (husband and wife)	\$30	\$45	\$60
e) Sponsors	\$50	\$50	drop
f) Life Members (one payment)	\$500	\$500	\$500
g) Institutional Membership	\$30	\$35	drop
h) Reciprocal membership with Monte Cristo Cottage and Eugene O'Neill Foundation			\$20

New membership levels (changed 2015)

Student Membership	\$15
General	\$45
Emeritus	\$35
Two in one household	\$60

Sustaining Membership	\$75
Life Member	\$750
Legacy	(give what one will)
New Member	\$25

Section IX.2: Previously Paid Monies

All payments for dues made in advance of the Society’s first meeting in December, 1979, shall be considered to extend from January 1, 1980 until December 31, 1980.

ARTICLE X

APPROPRIATIONS

SECTION X.1: Power to Make Appropriations

Officers shall have power to make appropriations of the funds of the Society for any of the purposes referred to in Article I of these By-Laws, subject to those controls set forth in Article V Section V.3 above.

ARTICLE XI MISCELLANEOUS

Section XI.1. Instruments in Writing

All checks, drafts, demands for money and notes of the Society and all written contracts of the Society shall be signed by such Officer or Officers, Agent or Agents as the Officers may from time to time by resolution designate.

Section XI.2: Fiscal Year

The Fiscal Year of the Society shall begin on the first day of January of each year and ends on the last day of December of each year.

Section XI.3: Annual Reports

Not later than the annual meeting of Members, every Member shall be furnished a report in writing of the business transacted by the Society during the preceding fiscal year and a statement of the receipts and expenditures of the Society during such year and of its financial condition at the end of the year.

Section XI.4: Rules of Order

All meetings of the Directors or Officers or Members of the Society shall be conducted in accordance with Roberts Rules of Order, Revised, except for instances in which the Articles or By-Laws or applicable statutes provide otherwise.

ARTICLE XII

AMENDMENT OR REPEAL OF BY-LAWS

Section XII.1 Procedure for Alteration of By-Laws

- a) By-Laws may be amended or repealed by a 2/3 majority of the Membership casting ballots through online voting at least six months prior to the Annual Meeting with the exception noted in b) below.
 - i) Amendments or repeals passed according to this procedure go into effect at the beginning of the next calendar year.

b) Any By-Law or By-Law amendments changing the authorized number of Officers and/or Directors may only be adopted by a two-thirds (2/3) majority of the voting Membership of the Society, taken either by email or other electronic means, mail ballot, or by written ballot at the annual general meeting.

SECTION XII

BY-LAW AMENDMENTS

- a) The immediate past president of the Society shall serve as an ex officio member of the board for two (2) years after serving as president. Approved 12/99
- b) The board shall be expanded from ten (10) to twelve (12) directors. Approved December, 2001.
- c) A chair of a current EON Society Conference will serve on the EONS Board as an ex officio member. Approved December, 2003.
- d) Section VI.I,d replace the word “reimbursement” with “payment.” Approved October 2007.
- e) The editor of *The Eugene O’Neill Review* and the editor of the *Eugene O’Neill Society Newsletter* will serve on the EONS Board as an ex officio member. (approved 5/11)
- f) The President of the Eugene O’Neill Society will now serve for three years (approved 3/2015, will go into effect 2018)

