

**Constitution and Bylaws of the College Theology Society**  
An Association for Theology in College and University

Article I

NAME

The association shall be known as *The College Theology Society, Incorporated*.

The corporate seal of the Society shall bear the motto: *Ad perfectionem caritatis*.

Article II

PURPOSES

The primary objective of the Society shall be to develop the academic discipline of theology and religious studies on a high professional level and to assist teachers in imparting to college students instruction in that discipline. The Society also has a concern for relating religion to life. Specifically it shall seek to promote the following objectives:

1. To encourage the development of effective college teachers of theology and religious studies.
2. To afford its members opportunities of keeping abreast of current developments in the study of theology and religious studies.
3. To foster communication and exchange of information and experience relative to the study of theology and religious studies through publications sponsored by the Society and through national and regional meetings of its members.
4. To work in an ecumenical spirit that this Society, Roman Catholic in its origins, shall encompass in its membership the community of scholarship interested in the study of theology and religious studies at the college and university level.
5. To discuss and evaluate effective ways of teaching in the field of theology and religious studies in colleges and universities.
6. To investigate the relation of theology and religious studies to other academic disciplines, to determine the proper place of theology and religious studies in the total college curriculum, and to promote the development of programs which are genuinely intellectual value oriented in content and method, and realistically designed to meet student needs and capacities.

### Article III

Section 1. Members shall be those who teach or have taught theology and religious studies in any college, seminary or university, and who hold graduate degrees in those or related disciplines. Admission to membership shall be at the discretion of the Secretary. Members shall not be automatically dropped as a result of change in professional status. There is no institutional membership in the Society, although soliciting support for the Society from institutions is not thereby precluded.

Graduate student membership in the College Theology Society is open to those who are engaged in graduate studies in pursuit of degrees in theology and religious studies. Associate membership is open to those engaged in college teaching in those or relate fields, persons engaged in campus ministry and others interested in the work of the Society.

Other categories of membership may be bestowed by action of the Board of Directors upon individuals of outstanding merit who have rendered exceptional service to the study of religion. In each case, membership dues will be set (or waived) by the Board and voting rights of the individuals will be determined by the Board.

Section 2. The annual dues for members, graduate student members, and associate members shall be determined by the Board of Directors and shall be payable in January of each year.

Section 3. Any member who shall fail to pay the stipulated dues for the period of two consecutive calendar years shall, after notification of nonpayment, be subject to forfeiture of membership.

Section 4. Members only, not graduate student members or associate members, shall be eligible to vote and to hold national office in the Society.

### Article IV

#### MEETINGS

Section 1. The annual meeting of the Society shall be held at the time and place designated by the Board of Directors. Twenty percent of the members (not associate members) present at the annual meeting shall constitute a quorum for the determination of all questions submitted to a vote.

Section 2. Notice of the annual meeting shall be given at least two months in advance thereof through appropriate channels that reach all members. This notice shall contain a statement of the agenda, together with the designation of the day, hour, and place of the meeting.

Section 3. In addition to the national meeting, there shall be regional meetings of the members of the Society in their respective regions. These meetings shall be under the direction of a regional chairperson and/or regional planning committee.

## Article V

### BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing body of the Society. It shall consist of the officers of the Society, namely, the President, the Vice President, the Secretary, and the Treasurer, and seven other Directors.

Section 2. The Board of Directors shall meet for the transaction of business semiannually at such a place as they may choose and at such stated times and places as shall be deemed necessary by its officers.

Section 3. The quorum of this Board shall consist of seven (7) members of the Board. In the absence of a quorum the ranking officer or senior director (in terms of membership in the Society) shall have the power to adjourn the meeting until such time as the quorum can be convened.

Section 4. If any vacancy shall occur on the Board of Directors by reason of death resignation accepted by the Board, or otherwise, such a vacancy may be filled by a majority vote of the members of the Board present at a given Board meeting even though it be less than a quorum. Any such vacancy may also be filled by mail ballot of the members or by the vote of the members at any meeting of the Society held during the existence of such a vacancy, provided that the notice of such a meeting shall have mentioned the vacancy.

## Article VI

### OFFICERS

Section 1. The officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. This shall be the order of succession of officers in the case of absence or disability.

Section 2. The President shall preside at meetings of the Society and at those of the Board of Directors. The President shall have power, when authorized by the Board of Directors, to enter into contracts on behalf of the Society. The President shall have the usual duties pertaining to the office and such other duties as may from time to time be assigned to the President by the Board of Directors.

Section 3. The Vice President, at the request of the President, or in the absence or disability of the same, shall have and exercise the powers of the President. In addition, the Vice President shall

- a) draw together reports of the activities of the region;
- b) compose the annual report of the national convention; and
- c) be the *ex officio* chairperson of the standing Committee on Resolutions.

Section 4. The Secretary shall perform all duties incident to the office of Secretary and from time to time such other duties as may be assigned to him/her by the Board of Directors. In particular, the Secretary shall:

- a) keep the minutes of all the meetings of the Society and cause the same to be recorded in books provided for the purpose, which at all reasonable times shall be open to the inspection of the members of the Society;
- b) keep a record of the proceedings of all meetings of the Board of Directors;
- c) keep a roll of the members;
- d) conduct the correspondence of the Society, and sign official papers in the name of the Society and at the direction of the President and/or the Board of Directors;
- e) be custodian of the records of the Society, as well as the official seal thereof;
- f) exercise discretion in executing the constitutional provisions for admission of new members;
- g) see that notices of meetings are sent to members at the times designated in the Constitution.

Section 5. The Treasurer shall:

- a) collect and disburse the funds of the Society;
- b) cause all moneys and other valuable effects to be deposited in the name and to the credit of the Society in such banks or trust companies as shall be approved by the Board of Directors;
- c) upon the order of the President or the Board of Directors, cause the funds of the Society to be disbursed by checks or drafts upon the authorized accounts of the Society;
- d) cause to be taken and preserved proper vouchers for all moneys disbursed;
- e) keep the financial accounts in books belonging to the Society, which books shall be open at all times to the inspection of the Board of Directors, to whom the Treasurer shall, whenever requested, make reports in writing of the moneys received and disbursed;
- f) make a full and complete report at the Annual Meeting of the receipts and disbursements of the calendar and/or fiscal year;
- g) make provision for the distribution of annual dues notices to the membership;
- h) have the right and power, from time to time, to require from the officers and/or agents of the Society reports of statements giving such information as the Treasurer may desire with respect to any and all financial transactions of the Society.

Section 6. Members only shall be eligible to vote and to hold office. The President and the Vice President of the Society as elected shall hold office for two (2) years. Neither the President nor the Vice President of the Society shall be eligible to

succeed himself/herself. The offices of Secretary and Treasurer shall have terms of three years that are renewable once by approval of the board. The terms of Treasurer and Secretary shall be staggered. Six (6) directors divided into three (3) groups of two (2) directors shall hold office for three (3) years. Prior to each Annual Meeting of the Society there shall be elected one (1) group of two (2) directors to serve a period of three (3) years. The position of the seventh director is held by the immediate past President for a period of two (2) years. The editor(s) of the Society's journal, the Director of Research and Publications, and Executive Director of National Conventions shall be *ex officio* deliberative members of the Board of Directors. The *ex officio* deliberative members shall be given a term of office. The deliberative members of the Board have voice and vote.

Section 7. The Board of Directors shall appoint a member of the Society to be the Director of Research and Publications, whose function it shall be to oversee the publication of the Annual Volume and such other items as the Board approves, for a term of office. The Board of Directors shall appoint a member of the Society to be the Executive Director of National Conventions, whose function it will be to organize the Annual Meeting, for a term of office. The Board of Directors shall appoint a member of the Society to be the Director of Teaching Workshops, whose function it will be to organize the annual teaching workshop, for a term of office. The Board of Directors shall appoint annually a member of the Society to be the local coordinator of the Annual Convention, whose function it will be to organize local arrangements for the Annual Meeting in cooperation with the Executive Director of National Conventions and the Director of Teaching Workshops.

## Article VII

### COMMITTEES

- Section 1. All standing committees shall at times be subject to the Board of Directors and governed by the Bylaws of the Society.
- Section 2. The members of standing committees shall be elected by the membership of the Society at the Annual Meeting upon the presentation of the President and the recommendation of the Board of Directors. Standing committees shall be composed in such manner that rotation of members takes place.
- Section 3. The following committees are designated as standing committees:
- a) Committee on Awards
  - b) Committee on Nominations
  - c) Committee on Resolutions
- Section 4. All other committees shall be designated *ad hoc* and classified as consultations or task forces. Ad hoc groups are constituted by the President or the Board of Directors.

Section 5. Standing committees shall report annually to the Board of Directors. Other groups designated *ad hoc* shall report to the Director of Research and Publications and/or the Executive Director of National Conventions.

#### Article VIII

#### ELECTIONS

Section 1. Members only shall be eligible to vote in elections, to hold national office, and to vote on policy matters of the Society.

Section 2. All voting in national elections shall be governed by the Board of Directors.

#### Article IX

#### REGIONS

Regions of the Society shall be established and regulated by the Board of Directors and shall be governed by the Bylaws of the Society.

#### Article X

#### AMENDMENTS

The Constitution may be amended at any annual business meeting by a two-thirds (2/3) affirmative vote of the members present (see Article IV, Section 1), provided notice of such proposed amendment, with a copy thereof, shall have been mailed to the entire membership not less than one month in advance of the Annual Meeting.

#### Article XI

#### CONDITIONS FOR TAX EXEMPTION

No part of the net earnings of this corporation shall ever inure to the benefit of any member or individual, and no member, officer, or employee of this corporation, or any other individual, shall receive or be lawfully entitled to receive, any pecuniary benefit, profit, or compensation of any kind whatsoever from said corporation, except reasonable compensation for services rendered, or expenditures incurred, in effecting one or more of its corporate purposes.

In the event that this corporation should ever be liquidated or dissolved, the assets remaining after payment of all debts and costs, should there be any, shall be allocated to some religiously oriented nonprofit organization, qualified for income tax exemption under the Internal Revenue Code in the United States, in trust, to be used and expended in the furtherance of the purposes of this corporation, as set forth in these Articles of incorporation, as nearly as may be possible. Remaining indebtedness, in case of liquidation or dissolution, shall be handled in the ordinary ways that pertain to an incorporated society.

## Bylaws

- Section 1. There shall be a regular order of business and published agenda for both the annual meeting of the Society and meetings of the Board of Directors. The regular order of business may be modified during any meeting for good reason by the Board of Directors.
- Section 2. Roberts' Rule of Order shall govern the deliberation of this Society in all cases where it does not conflict with a standing rule of the Society. Any rule of order may be suspended temporarily by a simple majority of the members present.
- Section 3. The Committee on Awards shall be elected according to the Constitution (Article VII, Section 2). This committee shall designate as recipients of awards members of the Society who have produced outstanding scholarship or otherwise contributed importantly to the field of religion.
- Section 4. The Committee on Nominations shall be constituted according to the Constitution (Article VII, Section 2). At the Fall meeting of the Board of Directors, the committee shall present to the Board a list of members who have consented to run for office if nominated . The Board will rank the potential nominees, and the chair of the Nominations Committee will notify the nominees in rank order of their nomination. Should any nominee choose not to run, the chair of the Nominations Committee will ask the next potential nominee in rank order. The chair of the Nominations Committee will forward the list of nominees to the Secretary by December 31 of each year. In the spring of each year, the President or her or his designate will distribute electronic ballots to the members (not graduate student members or associate members) of the Society to be returned by a specified due date to the Secretary. The Secretary shall notify the President of the Society of the results of the election. The President of the Society shall inform candidates of the results of the election.
- In the case of a tie vote for an Officer or member of the Board of Directors, the past President of the society will make a choice by lot. The past President will inform the President of the outcome and the President shall inform the person chosen of his/her election.
- Section 5. The Committee on Resolutions shall be composed of the Vice President of the Society and the two members of the Board of Directors whose terms are to be completed at the time of the annual meeting. Only full members of the society may submit resolutions; ordinarily a resolution should pertain to the disciplines of theology and religious studies and to those employed as teachers of those disciplines.

- a) In the Presidential Spring e-mail, a reminder will be sent to members of the Society requesting them to submit any resolutions for the Society's consideration at the annual Business Meeting to the Vice President, the ex officio Chair person of the Committee.
- b) All resolutions must be submitted to the committee by March 31<sup>st</sup> in order for the committee to have sufficient time for deliberations.
- c) The committee will review the resolutions received and determine if any of them will be proposed to the Board of Directors. The Board will vote on those submitted by the committee to determine whether they will be proposed to the annual Business Meeting.
- d) At the annual Business Meeting, resolutions forwarded by the Board will be discussed and voted on.
- e) It shall be the responsibility of the President to insure that the actions called for by the approved resolutions are carried out.

Section 6. A Region in the Society may be established either at the recommendation of the Board of Directors, or at the recommendations of members of the Society residing within a given area. In the latter case the recommendation is to be submitted to the Board of Directors through the office of the national secretary. The organization of any region must be approved by the Board of Directors.

- a) Regions shall organize along the lines determined most effective to their membership. It is recommended that each region function under a chairperson, a secretary-treasurer, and a planning board. Elections within regions shall be determined by the members of the regions. In a region which has become inactive, the Board of Directors may appoint an acting chairperson to function until the region can hold its own elections.
- b) Responsibility for raising revenue to finance regional activities shall remain within the provenance of the region.
- c) Announcements and reports of regional meetings of the Society as well as elections shall be submitted to the Vice President of the Society.
- d) Regional meetings may occur in conjunction with other professional societies.

Section 7. The Board of Directors shall appoint a member of the Society as a representative to the Standing Committee of Executive Directors of the Council of Societies for the Study of Religion (CSSR) for a term of office. The representative shall report to the Board of Directors annually.

Section 8. The Board of Directors shall authorize the President and the Treasurer to defray expenses incurred on behalf of the Board and delegates of the Society who may apply for travel reimbursement. The availability of resources shall be determined by the President and the Treasurer.

Section 9. These Bylaws may be amended at any annual meeting by a two thirds (2/3) affirmative vote of the members present at the business meeting provided notice of such proposed amendment shall have been circulated to all the members present at the annual meeting.

05/15/08