

BYLAWS OF  
THE CONSORTIUM FOR THE  
TEACHING OF THE MIDDLE AGES

Article I.      NAME & PURPOSE

Section 1.01   Name. The name of this organization is the Consortium for the Teaching of the Middle Ages (henceforth designated in this document as “TEAMS”).

Section 1.02   Purposes. The purposes of TEAMS shall be to promote and enhance interest and excellence in teaching the Middle Ages in North American schools, colleges, and universities. TEAMS shall further these goals by annually organizing and sponsoring sessions at the International Conference of Medieval Studies at Western Michigan University, Kalamazoo, Michigan, by sponsoring additional meetings and conferences in North America or elsewhere, by promoting and sponsoring publications devoted to pedagogy and curricular resources, and by facilitating contacts and discussion among scholars and teachers interested in the goals of TEAMS.

Article II.      MEMBERSHIP

Section 2.01   Full Membership. The only voting members of TEAMS shall be the persons who at the time of determination are Directors of TEAMS. Members of the Board of Directors shall be determined based on Article III of these Bylaws.

Section 2.02   Affiliate Membership. Groups whose goals are compatible with those of TEAMS may apply for Affiliate membership status and may send one representative to any meeting of the Board of Directors with the prior approval or invitation of the Board. Notwithstanding the foregoing, the Committee on Centers and Regional Associations (“CARA”), a standing committee of the Medieval Academy of America, shall automatically be considered an Affiliate member and its President shall be invited to attend all meetings of the Board. No Affiliate member shall have a vote in decisions made by the Board.

Article III.     BOARD OF DIRECTORS

Section 3.01   Functions. All rights, power, duties, and responsibilities relative to the management and control of TEAMS’ property, activities, and affairs are vested in the Board of Directors. Duties of the Board of Directors shall include:

- (a) Approving financial statements submitted by the Treasurer and dealing with all financial matters involving TEAMS and its activities;
- (b) Appointing persons responsible for functions and publications;
- (c) Accepting reports as required from persons responsible for functions and publications of TEAMS;

- (d) Establishing and terminating Project Committees;
- (e) Maintaining liaisons with other professional societies in related fields;
- (f) Acting upon applications for Affiliate TEAMS membership;
- (g) Removal for cause of Affiliate TEAMS members; and
- (h) Transacting all other business which furthers the purposes of TEAMS and which is not in violation of these Bylaws.

Section 3.02 Number, Selection and Term. The number of Directors, which shall constitute the Board of Directors, shall be at least seven (7). The Directors shall be elected by the Board by a vote of the majority of the persons then constituting the Board at such times as the Board shall require and shall assume office at the next annual meeting of the Board. Each Director shall serve a three-year term and shall be eligible for reelection to one additional three-year term. No Director will serve more than two consecutive three-year terms unless specifically invited to do so by the Board. Each Director shall hold office until the next annual meeting of the Board following the end of his or her term and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal has occurred.

Section 3.03 Annual, Regular and Special Meetings. The Board of Directors shall meet each year at the International Congress of Medieval Studies sponsored by the Medieval Institute, Western Michigan University (Kalamazoo, Michigan), for the purpose of electing officers of TEAMS and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board shall be held on such dates and at such times and places as are determined from time to time by resolution of the Board. Any additional (“special”) meetings of the Board shall be held whenever called by the President or upon written demand of not less than one-third of the total authorized number of Directors at such place, date and time as may be specified in the notice of such meetings. Any business may be conducted at a special meeting.

Section 3.04 Notice of Meetings. Notices of meetings shall be given personally or by electronic communication within a reasonable time prior to the meeting or by such other means as a Director reasonably requests, but not less than ten (10) days or more than 60 (60) days prior to such meeting.

Section 3.05 Quorum. A quorum shall consist of a simple majority of the members of the Board of Directors. If a quorum of the Board is present and wishes to conduct official business, but the President and Vice-President are unavailable, the Secretary or Treasurer may preside. An interested director may be counted in determining the presence of a quorum at a meeting of the Board that discusses, or authorizes as provided in Section 3.11, a contract or transaction in which such direction is interested. At any meeting of the Board of Directors, other persons may be invited, at the discretion of the Board, to participate in the meetings without vote.

Section 3.06 Adjournment. A majority of the Directors present may adjourn any meeting of the Board to another date, time or place, whether or not a quorum is present. At any adjourned meeting, the Directors may transact any business that might have been transacted at the original meeting.

Section 3.07 Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a majority of the members of the Board consent thereto in writing or by electronic transmission and such writing(s) or electronic transmission(s) are filed with the minutes of the proceeding of the Board.

Section 3.08 Regulations. To the extent consistent with applicable law and these Bylaws, the Board may adopt such rules and regulations for the conduct of meetings of the Board and for the management of the affairs and business of TEAMS as the Board may deem appropriate.

Section 3.09 Resignations of Directors. Any Director may resign at any time by delivering a written notice of resignation signed by such Director or by submitting an electronic transmission to the President or Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery.

Section 3.10 Removal of Directors. Any Director may be removed at any time, either for or without cause, upon the affirmative vote of a majority of the total authorized number of members of the Board, acting in accordance with these Bylaws, and such removal shall take effect immediately upon such vote. Any vacancy in the Board caused by any such removal may be filled by a majority vote of the remaining Directors or in accordance with rules or regulations adopted pursuant to section 3.09 of these Bylaws.

Section 3.11 Conflicts of Interest. Any contract or transaction in which a Director is interested must be approved by the Board acting in good faith through the affirmative vote of a majority of the disinterested Directors then members of the Board (being not less than two Directors) after disclosure to the Board of all material facts as to the Director's relationship to or interest in the contract or transaction and as to the nature of the contract or transaction, and the fact that an interested Director participated in meetings discussing or approving any such contract or transaction shall not make the approval void or voidable.

Section 3.12 Vacancies and Newly Created Directorships. If any vacancies shall occur in the Board, by reason of death, resignation, removal or otherwise, or if the authorized number of Directors shall be increased, the Directors then in office shall continue to act. Any such vacancies or newly created directorships may be filled only by a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director, based on the candidates put forth by other members of the Board. A Director elected to fill a vacancy or a newly created directorship shall hold office until the next annual meeting of members and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal.

Section 3.13 Compensation. The Directors will not be compensated for their services as such but the Board may by resolution determine the expenses in the performance of such services for which a Director is entitled to reimbursement.

#### Article IV. OFFICERS

Section 4.01 Officers. The Officers shall include a President, Vice President and a Secretary. The Board may also elect a Treasurer, more than one Vice President, Assistant Secretaries or Assistant Treasurers and such other officers and agents as the Board may determine. Any number of offices may be held by the same person, except that one person may not hold both the offices of President and Secretary.

Section 4.02 Election of Officers. Unless otherwise determined by the Board, the Officers shall be elected by the Board at an annual meeting of the Board and shall take office at such annual meeting. The President and Vice-President(s) shall hold office for three years from their election, until the next succeeding annual meeting of the Board. The Secretary and Treasurer shall serve at the pleasure of the Board. If Officers are not elected at an annual meeting, they may be elected at any regular or special meeting of the Board or by written consent of the Board and shall assume office immediately. Each Officer shall hold office until his or her successor shall have been elected or appointed and qualified, or until such Officer's earlier death, resignation or removal has occurred.

Section 4.03 Removal and Resignation of Officers; Vacancies. Any Officer or agent, however appointed, may be removed for or without cause at any time by the Board. Any Officer may resign at any time by delivering notice of resignation, either in writing signed by such Officer or by electronic transmission, to the Board or the President. Unless otherwise specified herein, such resignation shall take effect upon delivery. Any vacancy occurring in any office by death, resignation, removal or otherwise shall be filled by an appointment of one of the members of the Board by the President, subject to approval by a majority of the Directors then in office, and, shall serve for the remainder of the vacated term and for an additional term (or in the case of the Secretary or Treasurer, at the pleasure of the Board), provided, that should the office of President be vacated, the Vice-President shall assume the position of President for the remainder of the vacated term and shall continue in that position for a subsequent term.

Section 4.04 Compensation of Officers. The Officers will not be compensated for their services as such but the Board may by resolution determine the expenses in the performance of such services for which an Officer is entitled to reimbursement.

Section 4.05 Authority and Duties of Officers; Conflicts of Interest. The Officers shall have such authority and shall exercise such powers and perform such duties as may be specified in these Bylaws, and in any event each Officer shall exercise such powers and perform such duties as may be required by law. Any contract or transaction in which an Officer has an interest must be approved by a majority of disinterested Directors then members of the Board after disclosure to the Board of all material facts as to the Officer's relationship to or interest in the contract or transaction and as to the nature of the contract or transaction.

Section 4.06 President. The President shall be the chief executive officer of TEAMS, have general control and supervision of the affairs and operations of TEAMS, keep the Board fully informed about the activities of TEAMS and see that all orders and resolutions of the Board are carried into effect. He or she shall manage and administer TEAMS' business and affairs and shall also perform all duties and exercise all powers usually pertaining to the office of a chief executive officer of a corporation. He or she shall have the authority to sign, in the name and on behalf of TEAMS, checks, orders, contracts, leases, notes, drafts and all other documents and instruments in connection with the business of TEAMS. He or she shall have the authority to employ or appoint or to cause to be employed or appointed such employees or agents of TEAMS as the conduct of the business of TEAMS may require, to fix their compensation and to remove or suspend any employee or agent. Prior to serving as President, the President must have served as a Vice President.

The President shall have the duties and powers of the Treasurer if no Treasurer is elected and shall have such other duties and powers as the Board may from time to time prescribe, including:

- (a) Serving as Chair of the Board of Directors;
- (b) Presiding over meetings of the Board of Directors and TEAMS;
- (c) Being an ex-officio member of all committees of TEAMS;
- (d) Authorizing all expenditures from TEAMS funds; and
- (e) Representing TEAMS at the annual meeting of the Medieval Academy of America's Committee on Centers and Regional Associations.

Section 4.07 Vice Presidents. Each Vice President shall perform such duties and exercise such powers as may be assigned to him or her from time to time by the Board or the President. In the absence of the President, the duties of the President shall be performed and his or her powers may be exercised by such Vice-President as shall be designated by the President, or failing such designation, such duties shall be performed and such powers may be exercised by each Vice President in the order of his or her earliest election to that office. The duties of the Vice President shall include the planning of the pedagogy and curricular resources sessions at Kalamazoo.

Section 4.08 Secretary. The Secretary shall:

- (a) Act as secretary of all meetings of the Board and shall keep a record of all meetings of the Board in books provided for that purpose;
- (b) Cause all notices to be duly given in accordance with these Bylaws and as required by law;
- (c) Be the custodian of all records of TEAMS;

- (d) Properly maintain and file all books, reports, statements and other documents and records of TEAMS; and
- (e) Have all powers and perform all duties otherwise customarily incident to the office of secretary, subject to the control of the Board and, in addition, shall have such other powers and perform such other duties as may be specified in these Bylaws or as may be assigned to him or her from time to time by the Board or the President.

Section 4.09 Treasurer. The Treasurer, if appointed, shall be the chief financial officer of TEAMS and shall:

- (a) Have charge and supervision over and be responsible for the moneys, securities, receipts and disbursements of TEAMS;
- (b) Be responsible for the safekeeping of all documents relating to the fiscal affairs of TEAMS, including keeping or causing to be kept full and accurate records of all receipts of TEAMS and its income and expenditures;
- (c) Cause the moneys and other valuable effects of TEAMS, including all proceeds or grants given to TEAMS, to be safely deposited in the name and to the credit of TEAMS in such banks other interest-paying institutions as shall be approved by the Board or the President;
- (d) Cause the moneys of TEAMS to be disbursed by checks or drafts (signed by such officer(s) or such agent(s) of TEAMS, and in such manner, as the Board or the President may determine from time to time) upon the authorized depositaries of TEAMS and cause to be taken and preserved proper vouchers for all moneys disbursed;
- (e) Render to the Board or the President, whenever requested, a statement of the financial condition of TEAMS and of his or her transactions as Treasurer and render a full financial report at the annual meeting of the Board, if called upon to do so;
- (f) Be empowered from time to time to require from all officers or agents of TEAMS reports or statements giving such information as he or she may desire with respect to any and all financial transactions of TEAMS; and
- (g) Have all the powers and perform all duties otherwise customarily incident to the office of treasurer, subject to the control of the Board, and, in addition, shall have such other powers and perform such other duties as may be specified in these Bylaws or as may be assigned to him or her from time to time by the Board or the President.

## Article V. COMMITTEES

Section 5.01 Designation of Committees. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint committees from time to time. The President shall appoint a chairperson of each committee. Each committee so appointed shall consist of three or more persons, at least one of which is a Director.

Section 5.02 Committee Members; Quorum; Minutes. The members of each committee shall be selected by the Board and shall serve at the pleasure of the Board. Each member of any committee shall hold office only until the earliest of the next annual meeting of the Board, the time he or she shall cease to be a Director, his or her earlier death, resignation or removal, or as otherwise provided in these Bylaws. At any meeting of any committee, the presence of a majority of its members then in office shall constitute a quorum for the transaction of business, unless (a) such committee has only one or two members, in which case a quorum shall be one member; or (b) a greater quorum is established by the Board. Each committee shall keep regular minutes of its meetings and report to the Board when required.

Section 5.03 Rules and Regulations. The Board may adopt other rules and regulations for the governance of any committee not inconsistent with the provisions of these Bylaws, and each committee may adopt its own rules and regulations of governance, to the extent not inconsistent with these Bylaws or rules and regulations adopted by the Board.

Section 5.04 Project Committees. The Board of Directors shall establish Project Committees and appoint their chairpersons, ratify the members selected by the chairpersons, and accept their reports, on an as-needed basis.

Section 5.05 Resignations and Removals of Committee Members. Any member of any committee may resign from such position at any time by delivering a written notice of resignation, either in writing signed by such member or by electronic transmission, to the Board or the President. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any member of any committee may be removed from such position at any time, either for or without cause, by resolution adopted by a majority of the Directors then in office acting at a meeting of the Board or by written consent in accordance with these Bylaws.

Section 5.06 Vacancies on Committees. If a vacancy occurs on any committee for any reason, the remaining members may continue to act if a quorum is present.

## Article VI. EDITORIAL BOARD

Section 6.01 Editorial Board. The members of the Editorial Board will be appointed by the Board of Directors and will serve until the earlier of (i) their removal by the Board of Directors or other members of the Editorial Board, or (ii) their resignation.

Section 6.02 Chair. The Chair of the Editorial Board shall be appointed by the members of the Editorial Board. The Chair shall convene the Editorial Board twice a year, conduct the necessary correspondence with outside evaluators, and in general oversee the ongoing projects of the Editorial Board. The Chair shall actively solicit projects, advertise completed projects and report to the Board of Directors on the activities of the Editorial Board at the annual meeting in Kalamazoo.

Section 6.03 Meetings. The Editorial Board shall meet twice a year.

Section 6.04 Responsibilities. The responsibilities of the Editorial Board shall include the solicitation of projects appropriate to the guidelines of TEAMS (See Article 1), the evaluation of submitted projects and the recommendation of submitted projects to the Board of Directors for approval to proceed. The Editorial Board shall also oversee the preparation of projects recommended for publication by the Board of Directors and work with outside consultants when appropriate. Completed projects, which have been approved by the Editorial Board and its consultants, shall then be presented to the Board of Directors for publication.

#### Article VII. GENERAL PROVISIONS

Section 7.01 Fiscal Year. The fiscal year of TEAMS shall commence on January 1 of each year and shall end on December 31.

Section 7.02 Execution of Instruments. Except as otherwise required by law, the Board or any officer of TEAMS authorized by the Board may authorize any other Officer or agent of TEAMS to enter into any contract or to execute and delivery any instrument in the name and on behalf of TEAMS. Any such authorization must be in writing or by electronic transmission and may be general or limited to specific contracts or instruments.

Section 7.03 Amendments. These Bylaws may be altered, amended or repealed by a resolution adopted by the affirmative vote of Directors constituting a majority of the total number of directors authorized under these Bylaws at the time of the vote.

I certify that the forgoing Amended Bylaws were adopted by TEAMS on the \_\_\_\_ day of \_\_\_\_\_, 2012.

\_\_\_\_\_  
Secretary