

THE VICTORIANS INSTITUTE

Constitution and By-Laws
(last amended October 2015)

Article I NAME

The name of this organization shall be the Victorians Institute.

Article II PURPOSE

The purpose of this non-profit educational organization shall be to foster the study of Victorian literature, history, art, mores and politics through conference and the publication of papers.

Article III MEMBERSHIP

Membership in this organization shall be open to all persons who may desire to contribute to its purpose. All members shall be eligible to vote on all matters brought before the organization and to receive materials published and distributed by it.

Article IV Non-profit Status of the Institute

1. No part of the net earnings of the Institute shall inure to the benefit of any Officer of the Institute or any private individual (except that reasonable compensation may be paid for services rendered to or for the Institute affecting one or more of its purposes); and no officer or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Institute. No substantial part of the activities of the Institute shall be an attempt to influence legislation, and the Institute shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The Institute shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

3. Upon dissolution of the Institute or the winding up of its affairs, the assets of the Institute shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended. Recipients shall be determined by the then sitting Council of the Victorians Institute.

Article V OFFICERS AND GOVERNMENT

The Institute shall be governed by a Council composed of the following officers: President, Vice-President, Treasurer, Secretary, Editor of the Journal, and three members-at-large. All officers shall be regular members of the Institute.

(i)

The Treasurer, Secretary and members at large shall be elected at the annual business meeting. The Secretary shall be elected for a one-year term. The Treasurer shall serve a two-year renewable term. The members at large shall be elected for three-year terms, one to be elected each year.

(ii)

Upon completion of their terms, the Secretary shall become Vice-President, and the Vice-President shall become President, each for a one-year term.

(iii) The Editor of the Journal shall be appointed by the Council.

(iv) In case of the death or resignation of the President, the Treasurer shall serve as chief executive officer through the remainder of the unexpired term. All other vacancies on the Council resulting in unexpired terms shall be filled by the Council.

(v) The Council shall have the authority to act on matters of concern to the Institute that cannot be postponed until the business meeting; however, the Council's actions must in all cases be ratified by the membership at the next business meeting.

(vi) Senior Advisory Council

The Senior Advisory Council is composed of former officers of the Institute who agree to serve. Members of the Senior Advisory Council shall be appointed by the President with the approval of the Council at a regularly held meeting. The Senior Advisory Council shall advise the officers and Council on general policy and such specific matters as are referred to them by the President. Members of the Senior Advisory Council shall receive notices of meetings of the Council and may attend those meetings with voice but not vote. The term of office shall be two years, renewable.

Article VI CONFERENCES

The Institute shall sponsor each year at least one conference, the time and place of which shall be determined by the President. The business meeting shall be part of the conference program each year.

Article VII OBLIGATIONS OF MEMBERSHIP

All members of the Institute shall be expected to evidence an interest in the life, character and literature of the Victorian Era and to foster the development of the Institute.

Article VIII AMENDMENTS

The Constitution may be amended at any regular meeting of the Institute by a two-thirds vote of those present, provided that the proposed amendments have been approved by the Council and that after such approval notices have been sent by the Secretary to each member of the Institute at least two weeks before the time of the annual meeting. In case, however, the Council fails to approve any proposed amendments, notice may be given by a member at any regular meeting that he will propose such amendments one year hence; in such case the Secretary shall notify all members of the proposed amendments at least two weeks before the regular meeting; and if the proposed amendments are passed by a two thirds vote at the regular meeting, such amendments shall become a part of the constitution.