

BYLAWS OF THE INTERNATIONAL SOCIETY FOR THE COMPARATIVE STUDY OF CIVILIZATIONS
- ISCSC –

Bylaws Revised June 9, 2016
Adopted by the Board July 1, 2016

ARTICLE I NAME

The name of the organization is the International Society for the Comparative Study of Civilizations (ISCSC). This is an independent, nonprofit organization.

ARTICLE II GENERAL PURPOSE

Said corporation is organized exclusively for educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III MISSION, VISION and GOAL:

3.1. The Mission of the International Society for the Comparative Study of Civilizations is:
To provide means of cooperation among all persons interested in the advancement of the comparative study of civilizations.

3.2. Vision: Civilizations Matter.

3.3. Goal: To achieve scholarly recognition by pursuing and publishing knowledge of the comparative study of civilizations.

ARTICLE IV CODE OF ETHICS: The members of this society pledge themselves by virtue of their membership to:

4.1. Assume the responsibility for conduct and behavior designed to serve the cause of truth and justice.

4.2. Maintain the highest standards of professional, moral and ethical conduct.

4.3. Respect the inherent dignity of mankind and deal justly, fairly and objectively with each individual.

4.4. Hold themselves apart from influences intended to benefit their political, personal or financial well-being while influencing their professional judgments.

4.5. Actively support the mission and aims and efforts of this society.

ARTICLE V MEMBERSHIP

There shall be four (4) classes of membership: Member, Honorary Member, Life Member, and Institutional Member.

5.1. **Member:** Any member in good standing, who supports the society's mission and pays dues.

5.2. **Honorary:** Those persons who shall have been nominated by a vote of the Board of Directors as having made a significant and outstanding contribution to the society. Honorary members shall be eligible to attend and participate in all activities of the society at no cost of registration.

5.3. **Life:** members who

a. By reason of retirement, health or personal finances would have to sever their association with the society, solely because of the inability to pay dues and assessments. This class of membership is based upon nomination by a majority vote of the Board of Directors.

b. In addition, individuals who pay the current fee for Life Membership status may be granted such membership. Life members shall be exempt from all further dues and assessments of the society and shall retain all the rights of Members.

5.4. **Institutional:** members who support the society's mission and aims and provide financial support for the society's activities.

ARTICLE VI OFFICERS

The officers of the society shall be the president, the vice president, the editors, and the executive director (which incorporates the duties of treasurer and secretary).

The officers shall be nominated by the Board of Directors and elected by a majority vote at the Annual General Meeting of the society or prior to the meeting as other secure voting methods as may be technologically available, including on-line voting. Newly elected officers and at-large Board Members will assume their elected positions at the Annual General Meeting. Officers may succeed themselves for not more than one additional three-year term in the same office position. Officers will not be nominated simultaneously with each other but with staggered-year nominations to ensure continuity of the society.

6.1. President: The president shall be elected for a term of three years and shall be the presiding chairperson at all official meetings of the society. The president shall have general supervision over the affairs and administration of the society and of the duties performed by other elected officers and appointees.

a. He/she shall perform such other duties as the Chairperson of the Board of Directors, or as may be provided by the Constitution and By-Laws. He/she shall represent the society at official functions and have the authority to designate the vice president or any other officer or board member to act in his/her behalf should the president be unable to be present. He/she shall call special meetings of the society or of the Board of Directors when desired and when required to do so by a majority of the Board of Directors, or upon written request by one-half of the voting members in good standing in the society.

b. He/she shall designate or un-designate any committee and shall appoint all committee chairpersons.

c. The out-going president shall assume the title of Past President and shall be an advisory member of the Board of Directors for a period of at least one year.

6.2. Vice President:

The vice president shall be elected for a term of three years. The vice president will perform the duties of the president in the latter's absence and any other duties requested by the president.

The vice president shall:

- a. Assist in planning and execution of the society's annual meetings and associated, coordination related activities.
- b. Ensure the distribution of the society's publications (hard and digital copies) and communiqués to members, libraries, organizations, and governments, and
- c. Perform other appropriate duties.

6.3. Executive Director:

The executive director shall be elected for a term of three years, will perform any other duties requested by the president, and shall:

- a. Keep a current record of the membership and perform all duties pertaining to his/her office.
- b. Promote the society's activities among international academic centers, nongovernmental organizations, and other associations sharing the same interest with the society.
- c. Conduct appropriate correspondence and communication contacts leading to the growth of membership, participation at the society's annual conferences, research and publications.
- d. Serve as Communications Director and provide liaison to the organization's web services management.
- e. Maintain the proper order (including archives) of all resolutions, minutes and proceedings of the society and of the councils and committees.
- f. Serve as the Director for International Development

The executive director serves as the society's treasurer and:

1. Shall be custodian of all funds and securities of the society, and shall promptly deposit all funds in designated banks.
2. Shall act as financial advisor to the president and the Board of Directors on all budgetary matters and problems of finance.
3. Shall keep accurate records of receipts and disbursements and shall pay all bills promptly, and
4. Shall publish annually a roster of the membership, which shall include the last known address (mailing and email) and type of membership held.

6.4. Editors:

The Editors of the society's publications shall be nominated by the Board of Directors and accepted for five year terms, which may be considered for renewal.

6.5 At-Large Board Members:

Up to three At-Large Board Members shall be nominated by the Board of Directors and accepted for three year terms, which may be considered for renewal.

6.6. Death or Resignation of Officers:

- a. In the event of death or resignation of any officer of the society, the president with the consent of a majority of the Board of Directors shall be empowered to select a member in good standing to serve the unexpired term of the deceased or resigning officer.
- b. In the event of the death or resignation of the president, the vice president shall perform the duties of the president until the next annual election. If the vice president is deceased, is unable to serve or resigns, the Board of Directors, by majority vote, will appoint an acting vice president for the unexpired term.

ARTICLE VII **BOARD OF DIRECTORS**

7.1. The Board of Directors will consist of the president, vice president(s), executive director, and editors and up to three elected At-Large Board Members voted from the membership during, or prior to (depending on the desired voting method to be used), the Annual General Meeting of the society if a three-year term expires. The Board of Directors shall have no more than fifteen members and the president. The president shall serve as Chairperson of the Board of Directors.

7.2. The Board of Directors shall meet at least once in conjunction with each regularly scheduled annual business meeting and shall meet at such other times and places as may be necessary on call of the Chairperson of the Board of Directors. Not less than five members constitute a quorum of the Board of Directors.

7.3. The Board of Directors shall be the governing body of the society and have general supervision of its business and interest, and may direct, confirm, revise, or repeal the action of the president or any officer.

7.4. In the interval between regular business meetings of the society, the Board of Directors shall have authority to take such actions as are necessary to ensure compliance of the society's Bylaws.

7.5. The Board of Directors shall make a report of its transactions at the society's Annual General Meeting or at any other regularly scheduled meeting in the form of minutes distributed timely to the membership.

7.6. The Board of Directors will include the Past Presidents in an advisory capacity.

7.7. The Board of Directors shall meet at least once in conjunction with each regularly scheduled annual meeting of the society. Not less than five members constitute a quorum of the Board of Directors.

7.8. The Board of Directors will be responsible for the nomination of:

- a. Honorary and Life members of the society
- b. President and Vice-Presidents of the society
- c. Editors of the society
- d. Members of the Civilization Hall of Fame, of which the nominees shall be voted by the Board of Directors.

ARTICLE VIII STANDING COMMITTEES

Standing committees, as necessary or desired, shall be designated annually by the president and the president shall appoint a chairperson of such designated committees.

ARTICLE IX PROHIBITIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

ARTICLE X INDEMNIFICATION

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE XI AMENDMENTS

11.1. The Constitution and Bylaws may be amended by a favorable vote of the majority of the membership present and voting at a regularly scheduled business of the society in person or online via appropriate media.

11.2. The Constitution and Bylaws may be amended by a mail ballot upon a majority vote of voting members responding, provided that the proposed amendment has been circulated in writing to the voting membership at least thirty days prior to the designated date of the mail vote or as few as ten days prior to an in-person vote.

11.3. Amendments shall take effect immediately when approved unless otherwise stated in the amendment.

ARTICLE XII PARLIAMENTARY AUTHORITY

The Parliamentary Authority for the society shall be Robert's Rules of Order (most current edition) in all instances not covered by the Constitution and By-Laws.

ARTICLE XIII DISSOLUTION OF THE NONPROFIT CORPORATION

13.1. IS CSC may be formally dissolved as an organization and as a nonprofit corporation by a majority vote of its board members after giving a general notification to its paid in full membership and allotting a minimum period of 45 days for receiving comments and suggestions.

13.2. Upon any final decision to dissolve, the president will submit to the Board a final dissolution plan that will include actions to be taken to assure all required documentation will be submitted to the appropriate incorporating authorities, all federal, state and local government taxes and fees due will be paid, that any work or obligation due to any granting and contracting entity is appropriately closed, that all donors are informed as to the organizations status; that any payments due to employees, vendors or contractors are paid; and that all reasonable efforts are made to preserve the heritage of the organization through arrangements of custodianship of materials, publication and historic papers.

13.3 Upon the permanent dissolution of IS CSC as a nonprofit corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.