

BYLAWS OF THE INTERNATIONAL SOCIETY FOR THE COMPARATIVE STUDY OF CIVILIZATIONS

- ISCSC –

Bylaws of July 1, 2016 were Revised January 23, 2025

Adopted by the Board February 19, 2025

**ARTICLE I      NAME**

The name of the organization is the International Society for the Comparative Study of Civilizations (ISCSC).

**ARTICLE II      GENERAL PURPOSE**

ISCSC is an independent, nonprofit, 501(c)(3) corporation, (herein referred to as the Organization), established exclusively for educational and scientific purposes, including, but not limited to, supporting research and including facilitating the exchange of knowledge through conferences, media and publications and collaborating individual scholars as well as similar purposed organizations and organizations which 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 organization 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 organization shall either engage in advocacy, propaganda, or other means to directly influence legislation, nor 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, GOAL, PURPOSE, STRATEGY**

3.1. The Mission of the International Society for the Comparative Study of Civilizations is to provide means of cooperation among interested parties and organizations for the advancement of the comparative study of civilizations.

3.2. The Goal of the International Society for the Comparative Study of Civilizations is to significantly broaden scholarly and public recognition of the importance of understanding the phenomenon of civilization and its myriads of expressions by pursuing the acquisition and dissemination of knowledge on the comparative study of civilizations.

3.3. The Purpose of the International Society for the Comparative Study of Civilizations is to advance, broaden, deepen, refine, rejuvenate and apply, the methodologies and learnings from the study of civilization across a broad spectrum of disciplines, approaches, contexts, foci and purposes.

3.4. The Strategy of the International Society for the Comparative Study of Civilizations is to respect, encourage, facilitate, promote and support the contributions of, and cooperation among, a broad spectrum of academic and non-academic, public and private, individual and group scholars, disciplines, students and other interested parties in the study in the comparative study of civilization.

4.1.

**ARTICLE IV CODE OF ETHICS:** The organization strives through its official behavior, as well as the behavior of its officers and members in their participation in it, to maintain the highest standards of professional, moral and ethical conduct including open, honest and efficient stewardship of the organization's resources, respect and encouragement of a diversity of opinions and understandings on the part of its members and participants, appreciation of the diversity of human cultures, and civilizations; and devotion to the furtherance of peace, equity, and understanding among all people and expressions of civilization, in an ever increasingly interdependent world, facing challenges to its very sustainability and survival.

## **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 membership registration.

5.3. Life: Those members : a) who by reason of retirement, health or personal finances would have to sever their association with the organization, 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), and b) those individuals who pay the current fee for Life Membership

Life members shall be exempt from all further dues and assessments of the organization and shall retain all the rights of Members.

5.4. Institutional members include those institutions, organizations and libraries that subscribe to the organization's publications; support the organization's mission; provide other support or activities or services for the organization, or provide other services approved by the Board of Trustees. Institutional members are not voting members.

## ARTICLE VI            OFFICERS

The permanent officers of the organization shall be the President, the Vice President, the Secretary and the Treasurer. The Editor in Chief of the Journal is an automatically appointed board member. There shall be such other officers and At-Large Board Members as the Board of Directors may denote and elect, up to a maximum total board of eleven individual members. When judged expedient or necessary, one person may hold two or more offices, except that the Treasurer may not serve concurrently as President.

The officers shall be nominated by the Board of Directors and elected by a majority vote of members at the Annual General Meeting (also called Annual Conference) of the organization or, at the discretion of the board, prior to the meeting as other secure voting methods as may be technologically available, including secure, digital voting.

Newly elected officers and At-Large Board Members will assume their elected positions at the Annual General Meeting or sooner with Board approval.

With Board approval, officers, except for the President, may succeed themselves for new terms except for the President who is limited to two directly succeeding three-year terms in the same office position. Authorized terms may be extended or decreased by a year, by the board, if necessary, in order to stagger their time in office to ensure leadership continuity of the organization or if judged critical for the organizations proper continual functioning due to compelling circumstances.

Between annual meetings and denoted elections, Interim members may be named by the President and approved by the board, up to a total of eleven board members.

6.1. **President:** The President shall be elected for a term of three years. 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 Chairperson of the Board of Directors, or as may be provided by the Constitution and By-Laws. He/she shall represent the organization 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 organization or of the Board of Directors when desired or 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 organization.

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 serve as an advisory member of the Board of-Directors for a period of at least one year, or longer if so decided at the discretion of the current President.

d. The President, with the concurrence of the board, may appoint special advisors to the board, based on need and specialization, for up to the duration of that President's term. Such special advisors, however, do not have board voting rights on any matters.

#### **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 organization's annual meetings and associated, coordination related activities.
- b. Ensure the distribution of the organization's publications (hard and digital copies) and communiqués to members, libraries, organizations, and governments.
- c. Promote the organization's activities among international academic centers, nongovernmental organizations, and other associations sharing compatible interest with the organization.
- d. Perform other appropriate duties as may be prescribed from time to time by the Board.

#### **6.3. Secretary:**

The Secretary shall be elected for a term of three years, and perform appropriate, as well as such concomitant duties as requested by the president, including:

- a. Keep a full and complete record of the proceedings of the Board.
- b. Supervise the keeping of the records of the organization.
- c. Maintain the proper order of resolutions, minutes and proceedings of the organization.
- d. Maintain and make available, as necessary for ongoing operations and communications, a roster of the membership, which shall include the last known address (mailing and email), type of membership held and professional affiliations.
- e. Manage the membership list to facilitate notification to members of their membership and renewal status.
- f. Coordinate with the Editor in Chief, to ensure distribution of the Journal to members

and institutional subscribers of the Journal.

g. Communication with, and promote, as agreed upon by the President, the organization's activities among international academic centers, nongovernmental organizations, and other associations sharing the same interest with the organization.

#### **6.4 Treasurer:**

The Treasurer shall:

- a. Provide for financial oversight of the organization.
- b. Be custodian of the funds and securities of the organization and shall promptly deposit all funds in designated banks or accounts.
- c. Act as financial advisor to the President and the Board of Directors on budgetary matters and issues of finance.
- d. Keep accurate records of receipts and disbursements and shall pay bills promptly.
- e. Make financial reports to the President and Vice President for presentation at Board of Director's or other special meetings.
- f. Have such other responsibilities and duties as may be prescribed by the President or Board.

Because the ISCS is incorporated under the laws of the State of Delaware and because U.S. financial institutional requirements sometimes require additional compliance and operational burdens for foreign citizens, the position of Treasurer should be held by an American citizen whenever possible.

#### **6.5 Editor in Chief**

The Editor in Chief of the organization's professional journal shall be nominated by the Board of Directors and accepted for a five-year term with renewal by decision of the Board. The Editor in Chief may recommend, for the Board's concurrence, members to the Editorial Board as he/she deems necessary and appropriate in order to facilitate management of both the journal and any other special publication(s). Unless independently appointed as a Board Members, other Editorial Board members are not considered officers or members of the organization's Board of Directors.

#### **6.6. Resignation, Removal and Death of Officers:**

- a. In the event of death or resignation of any officer of the organization, 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, or is unable to serve or resigns, the Board of Directors, by majority vote, will appoint an acting

vice president for the unexpired term.

c. Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors at any regular or special meeting.

d. The President shall be the presiding chairperson at all official meetings of the organization, except when in the absence of the President or if the matter at hand specifically raises a potential personal conflict of interest on the part of the President, the Vice-President will assume this role.

## **ARTICLE VII BOARD OF DIRECTORS**

7.1. The Board of Directors will consist of the President, Vice President, Treasurer, Secretary, and Editor in Chief, and any At-Large Members voted from the membership during, or prior to (depending on the desired voting method to be used), the Annual General Meeting of the organization when a three-year term expires.

### **6.6 At-Large Board Members:**

7.1. Up to six At-Large Board Members may be nominated by the Board of Directors and if approved, accepted for renewable three-year terms. At-Large Board Member may be given an additional title such as Vice President for certain geographic region, academic endeavor or other such title the President confirms which applies concurrently with their At Large Board Member designation.

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. No less than a majority of Directors (or proxies) constitute a quorum of the Board of Directors.

7.3. The Board of Directors shall be the governing body of the organization 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 organization, the Board of Directors shall have authority to take such actions as are necessary to ensure compliance to the organization's Bylaws.

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

distributed timely to the membership.

#### **ARTICLE IX BOARD of Directors**

- 7.1. The Board of Directors consists of all present IS CSC board officers, the Editorial Director (Editor in Chief) and at-large members nominated by the Chairman of the Board of Directors and approved by a vote of the Board of Directors.
- 7.2. The President may serve as Chairperson of the Board of Directors unless otherwise prohibited.
- 7.3. The Board of Directors shall meet at least once in conjunction with each regularly scheduled annual meeting of the organization.
- 7.4. A member of the Board of Directors may be removed without cause if removal is approved by a majority of all Directors, then in office.
- 7.5. The Chairman of the Board of Directors may be removed without cause if removal is approved by a majority of all Directors then in office.
- 7.6. The Board of Directors is responsible for:
  - a. The nomination of Honorary and Life members of the organization
  - b. The nomination of President and Vice-Presidents of the organization
  - c. The approval, with stated justification, of any emergency measures that may have to be taken that may require temporary suspension of any procedures as outlined by the by-laws
- 7.7. Decisions of the Board of Directors shall be taken by a majority of a quorum of available members after a call for meeting of all members, with the exception of calls for the Dissolution of the organization, which must be taken by a two-thirds (2/3rds) vote of the Board sitting as a Board of Directors.
- 7.8. The Board, when sitting as a Board of Directors, shall consist of all board members as well as all past Presidents\* (advisory, non-voting members of the Board\*) who have completed their terms and are current IS CSC members.

#### **ARTICLE IX PROHIBITIONS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except if in direct support of an authorized purpose of the organization or as 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 organization does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the organization, 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. These Bylaws may be amended, modified, or restated by the vote of the majority of Directors of the Board then in office upon proper notice.

11.2. Amendments shall be recorded and take effect immediately, when approved, unless otherwise stated in the amendment.

## **ARTICLE XII      PARLIAMENTARY AUTHORITY**

The Parliamentary Authority for the organization shall be Robert's Rules of Order (most current edition) in all instances not otherwise covered by the 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 2/3s vote of its Board of Directors sitting as a Board of Directors, after giving subsequent general notification to its paid-in-full voting membership and allotting a minimum period of 45 days for receiving comments.

13.2. Upon any final decision to dissolve, the President will submit to the Board, sitting as a Board of Directors, 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 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 the IS CSC as a nonprofit organization/ 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 either an approved 501(c)(3) organization, or to an federal, state or local government institution or organization thereof, for a public purpose commensurate with the mission and goal of the ISCSC as permitted by law. 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.

**CERTIFICATE OF SECRETARY (or PRESIDENT in absence of the Secretary)**

The undersigned hereby certifies that:

- (1) he/she is presently the Secretary of the International Society for the Comparative Study of Civilizations, nonprofit public benefit corporation, and
- (2) the foregoing Bylaws, consisting of nine pages, including this page, constitute the Bylaws of this International Society for the Comparative Study of Civilizations (ISCSC), as adopted by the Board of Trustees Board of Trustees.

DATE: February 19,2025

EXECUTED AT: Aptos, California 95003 USA:

SIGNATURE:

A handwritten signature in blue ink that reads "Lynn Rhodes". The signature is written in a cursive style and is contained within a rectangular box.

PRINTED NAME AND TITLE

Lynn Rhodes, President