

## Midwest Modern Language Association

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Articles of Incorporation and Bylaws of the Midwest Modern Language Association

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# Articles of Incorporation and Bylaws of the Midwest Modern Language Association

(Adopted at the Annual Business Session, 30 October 1970)

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## ARTICLES OF INCORPORATION OF THE MIDWEST MODERN LANGUAGE ASSOCIATION, INC.

The undersigned individuals, acting as incorporators of a corporation organized under the provisions of The Iowa Nonprofit Corporation Act, Chapter 504A of the 1966 Code of Iowa, do hereby adopt the following Articles of Incorporation for such corporation.

### I. NAME

The name of this corporation shall be: THE MIDWEST MODERN LANGUAGE ASSOCIATION.

### II. DURATION

The corporate period of this corporation shall begin on the date when the Certificate of Incorporation is issued by the Secretary of State of the State of Iowa and shall continue perpetually thereafter unless dissolved by vote of the members as provided by law.

### III. PURPOSES AND OBJECTS

1. This corporation is organized and shall be operated exclusively for literary and educational purposes, and more particularly, in furtherance thereof and for the realization and attainment of such purpose and objects the following:

(a) The advancement of criticism, research and teaching in the modern languages and literatures.

(b) To disseminate and further the exchange of knowledge, discovery and learning in the area of modern languages and literatures and in this connection to prepare, preserve, publish and distribute books, journals, papers, articles, data, and reports on such subjects.

(c) To establish, endow, grant and maintain scholarships and fellowships to assist, enable and encourage teachers, students and researchers to continue and further extend their education, studies or research in the area of modern languages and literatures.

2. No substantial part of the activities of this corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation; nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall this corporation engage in any transactions, accumulations of funds, or any other activities prohibited to tax exempt literary and educational organizations at that time by the internal revenue laws and other laws of the United States of America, or any laws of the State of Iowa or any other state where such activities of this corporation are conducted.

3. This is a corporation without capital stock and no part of the net earnings shall inure to the benefit of any member, director, officer or private individual except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the corporation for the accomplishment of its objects and purposes.

4. No dividend shall ever be declared or paid by this corporation and upon its termination or dissolution all of the remaining assets of this corporation shall be distributed, transferred and conveyed, in trust or otherwise, to other non-profit corporations, organizations, associations, trusts, funds or foundations in the United States of America having charitable, scientific and educational purposes similar to those of this corporation provided that such recipients then shall be tax exempt organizations under the provisions of Section 501 (c) (3) of the United States Internal Revenue Code of 1954, or acts amendatory thereof or supplementary thereto.

#### IV. POWERS

This corporation shall have unlimited power to do any lawful act, and to engage in all lawful businesses for which corporations may be organized under the Iowa Nonprofit Corporation Act; provided, however, that said powers shall not be exercised in violation of the laws, rules and regulations governing tax exempt charitable, scientific and educational organizations described in Section 501 (c) (3) of the United States Internal Revenue Code of 1954, or acts amendatory thereof or supplementary thereto, and provided further, however, that the operation by this corporation of any trade or business shall be merely incidental to and in further-

ance of the literary and educational purposes and objects for which this corporation is formed.

## V. BOARD OF DIRECTORS

1. The number of directors constituting the initial Board of Directors is seven, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members, or until their successor or successors are elected and qualify are:

Professor Davy A. Carozza  
Department of Comparative  
Literature  
University of Wisconsin  
Milwaukee, Wisconsin

Professor William A. Madden  
Department of English  
University of Minnesota  
Minneapolis, Minnesota

Professor Joseph F. Dominic  
Department of English  
Wichita State University  
Wichita, Kansas

Professor Kenneth J. Northcott  
Department of German  
University of Chicago  
Chicago, Illinois

Professor Richard H. Green  
Department of English  
University of Illinois  
Urbana, Illinois

Professor Kenneth S. White  
Department of French and Italian  
University of Kansas  
Lawrence, Kansas

Professor Valerie M. Lagorio  
Department of English  
University of Missouri  
St. Louis, Missouri

2. The number of directors, removal of directors, resignation of directors, replacement of directors, and any and all other matters pertaining to the Board of Directors shall be determined as provided in the Bylaws of this Corporation.

## VI. INCORPORATORS

The names and addresses of the incorporators are:

Professor Carl H. Klaus  
Department of English  
University of Iowa  
Iowa City, Iowa

Professor Curt A. Zimansky  
Department of English  
University of Iowa  
Iowa City, Iowa

## VII. REGISTERED OFFICE AND REGISTERED AGENT

1. The registered office of this corporation shall be:

311 English-Philosophy Building, University of Iowa, Iowa City, Iowa

2. The name of the registered agent of this corporation at such address shall be Carl H. Klaus.

## VII. NONLIABILITY OF SHAREHOLDERS

The private property of the members of this corporation shall not be liable for corporate debts and this Article shall not be amended except by the unanimous consent of all the members of the corporation in writing.

DATED at Iowa City, this 9th day of July, 1971.

INCORPORATORS: Carl H. Klaus  
Curt A. Zimansky

STATE OF IOWA

COUNTY OF JOHNSON

} ss:

BE IT REMEMBERED that on this 9th day of July, 1971, before me, the undersigned, a Notary Public in and for Johnson County, Iowa, personally appeared Carl H. Klaus and Curt A. Zimansky to me known to be the persons named and who executed the foregoing Articles of Incorporation and acknowledged that they executed the same as their voluntary act and deed.

Daniel W. Boyle

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Notary Public in and for said County and State.

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## BYLAWS OF THE MIDWEST MODERN LANGUAGE ASSOCIATION, INC.

### I. MEMBERSHIP

1. The membership shall be drawn primarily from junior college, college, and university faculty and students in the states of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.

2. Persons may acquire and maintain membership by payment of the annual dues.

3. Categories of membership shall be as follows: (a) general membership for individuals at rates established annually by the Executive Committee; and (b) student membership at reduced rates determined annually by the Executive Committee. Student membership shall be open for a maximum of four years to persons who are engaged primarily in a course of study leading to a degree and who do not hold full-time teaching appointments.

4. All members shall receive the official publications of the Association.

## II. OFFICERS

1. The officers of the Association shall be a President, a Vice-President, and an Executive Secretary who shall also serve as Treasurer.

2. The President and the Vice-President shall be elected according to procedures outlined in these Bylaws. The terms of the President and Vice-President shall begin immediately following the annual meeting at which their election is announced, and their terms shall end at the conclusion of the next annual meeting. The Executive Secretary shall be appointed by the Executive Committee and shall hold office for such terms and under such conditions as the Committee may specify.

## III. BOARD OF DIRECTORS-EXECUTIVE COMMITTEE

1. The Board of Directors hereinafter referred to as the Executive Committee shall be composed of the President, the Vice-President, the retiring President, ex officio; the Executive Secretary without vote; and six members elected by the Association according to procedures outlined in these Bylaws.

2. The six elected members of the Executive Committee provided for in Section I of this article shall serve for terms which begin immediately following the annual meeting at which their election is announced, and their terms shall end at the conclusion of the annual meeting three years following. Two members shall be elected each year.

## IV. NOMINATION AND ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE

1. The Vice-President shall succeed automatically to the office of President.

2. The Executive Committee shall nominate one member of the Association for the office of Vice-President, and two members for the two vacancies in the Executive Committee. In making its nominations, the Com-

mittee shall bear in mind the various fields of interest in the Association, and in its nominations for Vice-President it will make certain that the same field is not represented in more than two successive years. The nominations of the Executive Committee shall be made known to the Executive Secretary by February 1, and the Executive Secretary shall make these nominations known to the membership promptly.

3. Any member of the Association may initiate a petition nominating additional members as candidates for the office of Vice-President and for each of the vacancies on the Executive Committee. Petitions must be signed by at least ten members of the Association and must be in the hands of the Executive Secretary by May 1.

4. In the event that there are no nominations by petition, the nominees of the Executive Committee shall be declared elected and their names announced at the annual Business Session.

5. In the event that there are nominations by petition, the Executive Secretary shall enter on an official ballot the nominations proposed by the Executive Committee together with any additional nominations for each position proposed by members of the Association. The Executive Secretary shall submit the full slate of nominees to the membership by mail ballot. All ballots to be counted must be received in the office of the Association at least 15 days prior to the first day of the Annual Meeting. The nominees receiving the highest number of votes shall be declared elected, and their names shall be announced at the annual Business Session.

6. The Executive Committee may fill any vacancy occurring among the officers of the Association. In the case of a vacancy in its own body, it shall appoint a member to fill out the unexpired term.

## V. DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

1. The administration of the Association shall be the responsibility of the Executive Committee. The Committee shall determine all policies of the Association. The Committee shall approve the annual budget. It shall appoint such committees as may be needed from time to time. The Committee shall have particular responsibility for keeping the activities of the Association responsive to the needs of the membership, and to this end it shall be empowered to use whatever resources may be at its command. The Executive Committee shall make a report of its activities at each annual Business Session. Its policies and actions shall be subject to the direction and approval of the Association.

2. The Executive Committee shall meet in conjunction with the Annual

Meeting and at such other times as it may deem necessary. A majority shall constitute a quorum of the Executive Committee.

3. The President shall preside at all Business Sessions of the Association and at all meetings of the Executive Committee. In his absence, his duties shall be assumed by the Vice-President.

4. The Executive Secretary of the Association shall act as the Secretary of the Executive Committee. He shall administer the affairs of the Association under the direction of the Executive Committee. Subject to the approval of the Executive Committee, he shall be responsible for the publications of the Association. He shall be empowered to enter into negotiations for contracts in accordance with the policy laid down by the Executive Committee, and to sign such contracts on behalf of the Association.

5. The Executive Secretary shall act also as the Treasurer of the Association. He shall be the custodian of all current funds. He shall prepare the budget of the Association. At each meeting of the Executive Committee, he shall report on the financial condition of the Association. He shall submit the books and records of the Association at the end of each fiscal year for such auditing as may be directed by the Executive Committee. The Executive Secretary and his staff shall be bonded in an amount to be determined by the Executive Committee and proportionate to the income and assets of the Association.

## VI. PROGRAM COMMITTEE

1. The Program Committee shall consist of the Executive Secretary and the Vice-President, ex officio, and three members elected according to the procedure described in Article IV, Section 2-6. The three elected members shall serve for a period of three years with the exception that the initial elections shall be for one, two, and three years so as to insure staggered terms within the Committee. The Committee shall elect its chairman each year.

## VII. ANNUAL MEETINGS

1. The date and place of the Annual Meeting shall be set by the Executive Committee.

2. The character, composition, and scope of the Annual Meeting shall be the responsibility of the Executive Committee.

3. The Annual Meeting shall be coordinated by the Executive Secretary and planned by the Program Committee in conformity with general policies established by the Executive Committee.



4. At each Annual Meeting a Business Session shall be held for the transaction of business affecting the Association. The presence of at least 100 members of the Association in person shall constitute a quorum for the Business Session.

5. The Executive Committee shall each year appoint a Committee on Resolutions, consisting of at least three members. The names of its members shall be published in the Program of the Annual Meeting. All resolutions to be presented at the Business Session must be submitted to this Committee two weeks before the Annual Meeting.

6. Robert's Rules of Order, Newly Revised, shall govern the procedure at all Business Sessions, except as these rules may be inconsistent with the Bylaws and Articles of Incorporation.

## VII. AMENDMENT

1. Amendments to these Bylaws must first be submitted to the Executive Committee (which must then make them known to the membership at least one month before the Annual Meeting), and be ratified by a majority of those present at the Business Session.

## VIII. AMENDMENT TO ARTICLE VI, PROGRAM COMMITTEE

The Program Committee shall consist of the Executive Secretary, ex officio, the retiring President, who shall chair the Committee, the Vice-President, one member of the Executive Committee appointed by the President, and the Chairperson of the Local Committee on Arrangements, ex officio. The Committee shall meet regularly and shall deliver a formal report at each meeting of the Executive Committee.