

BYLAWS OF THE INTERNATIONAL THOMAS MERTON SOCIETY, INC.

Headquarters Address: The Thomas Merton Center, Bellarmine University
Newburg Road, Louisville, KY 40205

ARTICLE 1- NAME

The name of this society shall be THE INTERNATIONAL THOMAS MERTON SOCIETY (ITMS).

ARTICLE 2- PURPOSE

The purpose of the ITMS is:

1. To promote an understanding and appreciation of the multifaceted character of Thomas Merton;
2. To encourage reading, study and research of the works of Thomas Merton;
3. To promote the writing of both scholarly and popular books and articles about Thomas Merton;
4. To assist members to explore the unique spiritual journey of Thomas Merton through shared insights (e.g. conferences, retreats, etc.);
5. To promote recognition of Thomas Merton as an important literary figure; a spiritual theologian; a social critic; a catalyst for interreligious dialogue;
6. To encourage the formation and assist in the programming of local and regional U.S. chapters and national affiliates of the ITMS;
7. To promote communication among scholars, interested persons, chapters, and affiliates in whatever ways are deemed proper, such as general meetings, special meetings, publications (e.g., *The Merton Seasonal*, newsletters, etc.);
8. To assist in the designing of undergraduate and graduate courses on Thomas Merton—for literature programs as well as for religious studies programs; and also to provide a vehicle for sharing such courses already designed;
9. To promote cooperation between scholars in the field of literature and in the field of religious studies in study and research on Merton's writings;
10. To evaluate periodically the direction in which Merton studies seems to be moving and to identify areas particularly in need of further study and research.

ARTICLE 3- MEMBERSHIP

Section 1. Membership shall be open to all persons, regardless of race, creed, color, national origin, gender, or sexual orientation, who are interested in and who support the purposes of the ITMS; who wish to further their own understanding and appreciation of Thomas Merton's thought, concerns and writings; who wish to engage in the activities of the ITMS and to receive its publications.

Section 2. Membership in the ITMS shall be individual.

Section 3. Dues shall be paid annually. The amount of dues will be determined by the Board of Directors.

Section 4. Life membership in the ITMS is extended to those who donate \$1,000 to the Society.

Section 5. Honorary membership in the ITMS may be conferred, for a length of time deemed appropriate, upon an individual who is considered worthy of such an honor by the Board of Directors. Such a member is entitled to all privileges of membership.

Section 6. Members are entitled to:

- (a) participate in general and special meetings of the ITMS;
- (b) receive lower registration fees at general and special meetings;
- (c) receive *The Merton Seasonal: A Quarterly Review* and other publications of the Society;
- (d) receive other services that may be provided.

Section 7. A member who has not paid current dues may be dropped from membership after notification by the Secretary.

ARTICLE 4- THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected Officers and the elected Directors.

Section 2. The International Advisors, the Resident Secretary, and the Coordinator for Chapters and Affiliates shall function as non-voting members of the Board of Directors.

Section 3. The Board of Directors shall handle all the regular business of the Society.

Section 4. The Board of Directors shall hold annual meetings. Other meetings may be held as necessary. A quorum for conducting the business of the Board of Directors shall be not less than one-half of the elected members of the Board. Only elected members of the Board in attendance at a meeting shall have voting privileges.

Section 5. At the end of its terms, each outgoing Board of Directors must leave in the treasury a sum equal to the unpaid bills and/or obligations for which the Society is responsible.

ARTICLE 5- MEMBERS OF THE BOARD OF DIRECTORS

Section 1. There shall be the following elected officers of the Society, each elected for a two-year term:

President;
Vice-President;
Secretary;
Treasurer.

Section 2. There shall be six (6) Directors, each elected for a two-year term.

Section 3. The Immediate Past President of the ITMS shall be a full voting member of the ITMS Board of Directors for the two years following his or her term as president.

Section 4. There shall be six (6) International Advisors, each appointed by the President to a two-year term.

Section 5. Committees of the ITMS (i.e., General Meeting Program Committee, Nominating Committee, Bylaws Committee, etc.) shall be appointed by the President.

Section 6. Terms of Office.

(a) The terms of office shall be from General Meeting to General Meeting. The new members of the Board Directors will take office immediately following the adjournment of the General Meeting.

(b) The President shall not succeed herself or himself. He or she may be re-elected after at least one other administration has intervened.

(c) The Vice President, Secretary, Treasurer, and Directors may succeed themselves, but may not serve more than three consecutive terms (six consecutive years) on the Board of Directors. They may be re-elected after at least one other administration has intervened.

(d) A Vice President, Secretary, Treasurer, or Director may be elected President after serving three consecutive terms (six consecutive years) on the Board of Directors, subject to the provisions in Article 5. Section 6.b.

(e) There shall be no limitation on the terms of service of the International Advisors.

Section 7. If a vacancy, other than in the office of President, occurs on the Board of Directors whether caused by death, resignation, retirement, disqualification or removal, the President, with the approval of a majority of the Board of Directors then in office, shall appoint a replacement. The member of the Board so chosen shall hold office until the next regular election and installation of the new Board. Such members may be elected

to the Board of Directors at the next regular election, subject to the limitations in Article 5. Section 6.c.

Section 8. The Vice President shall automatically succeed to the office of President if that office is left vacant, serving until the unexpired term is completed. Such service does not affect the Vice President's eligibility for election as President in the subsequent term.

Section 9. Any member of the Board of Directors may be removed from office with or without cause at any time by the vote of two-thirds of the members of the Board. Any vacancy or vacancies thus resulting will be filled by appointment as in Article 5. Sections 7 and 8.

ARTICLE 6- DUTIES OF OFFICERS

Section 1. The President shall:

- (a) conduct and manage the business and affairs of the Society, exercising all such power as are not prohibited by the Bylaws;
- (b) preside at all meetings of the Board of Directors, all General Meetings, and any special meetings of the Society;
- (c) appoint the International Advisors, the Resident Secretary, and the Coordinator for Chapters and Affiliates;
- (d) appoint all committees;
- (e) make interim appointments as necessary;
- (f) sign all contracts;
- (g) have his/her signature, along with the treasurer, on file to sign checks for the ITMS and sign checks if the treasurer is unable to function;
- (h) serve as an *ex officio* member of all committees except the nominating committee;
- (i) call special meetings of the Board of Directors as necessary;
- (j) serve on the Board of Directors as an advisor during the two years following the term as President.

Section 2. The Vice President shall:

- (a) perform the duties of the President when the President is unable to do so;
- (b) preside at meetings of the Board of Directors, General Meetings and special meetings in the absence of the President;
- (c) succeed to the office of President for the remainder of the term if the office is left vacant;
- (d) perform such duties as are assigned by the President.

Section 3. The Secretary shall:

- (a) record the minutes at General Meetings, special meetings, and all meetings of the Board of Directors;
- (b) handle the correspondence of the Society as directed by the President;
- (c) send out membership renewal forms every July 1 and co-ordinate all matters pertaining to membership with the Resident Secretary.

Section 4. The Treasurer shall:

- (a) have oversight of all funds of the society;
- (b) approve establishment of appropriate bank accounts for the Society;
- (c) provide for adequate oversight and recordkeeping of Society receipts and disbursements;
- (d) make annual financial reports to the Board of Directors and a two-year report to the membership at the General Meetings;
- (e) meet all requirements for maintaining access to Society accounts.

ARTICLE 7- ELECTIONS

Section 1. Nominations

- (a) A nominating committee of three members shall be appointed by the President at least eight months prior to the General Meeting. At least one member shall be a member of the Board of Directors and at least one member shall be appointed from the membership at-large.
- (b) A slate of officers shall be chosen by the Board of Directors from candidates proposed by the nominating committee, and such slate shall be subject to ratification by the membership at large.
- (c) Directors shall be elected by the entire membership from at least twelve (12) candidates proposed by the nominating committee.

Section 2. Elections.

- (a) Ballots shall be mailed to the membership at least two months before the General Meeting, and must be returned at least two weeks prior to the General Meeting.
- (b) Write-in votes for Officers and other members of the Board of Directors are permitted.
- (c) Ballots shall be returned to the Resident Secretary.
- (d) An outside auditor shall tally the ballots and the election results shall be reported to the President. The President shall announce the results to the membership.

ARTICLE 8- CENTRAL OFFICE & RESIDENT SECRETARY

Section 1. The Board of Directors shall designate a location as the **Central Office** of the International Thomas Merton Society.

Section 2. The President, with the approval of the Board of Directors, shall appoint a person at the Central Office as **Resident Secretary** of the ITMS. The Resident Secretary shall be appointed at the start of each administration, but there shall be no limitation on the terms of service of the Resident Secretary.

Section 3. The Resident Secretary shall:

- (a) provide information and answer inquiries about the ITMS;
- (b) maintain with the Secretary the ITMS membership list;

- (c) receive and reply to correspondence addressed to the Central Office, referring such correspondence to the appropriate person or persons as necessary;
- (d) receive and record dues payable to the ITMS and deposit such payments;
- (e) receive and deliver to an outside auditor election ballots and Bylaws amendment ballots mailed to the membership;
- (f) maintain the archives of the ITMS;
- (g) attend as a non-voting participant all meetings of the Board of Directors, and serve as a member of such committees as the President and the Board may deem necessary;
- (h) perform other duties as assigned by the President.

ARTICLE 9-CHAPTERS & AFFILIATES

Section 1. Members may form local and regional chapters in the United States.

Section 2. Societies and organizations outside the United States may become Affiliates of the ITMS. Such Affiliates may form local and regional chapters.

Section 3. Chapters and Affiliates are autonomous in character. The ITMS shall assume no legal or financial obligation for Chapters and Affiliates.

Section 4. A **Coordinator for Chapters & Affiliates** will be appointed by the President for a two-year term and may be re-appointed.

ARTICLE 10- MEETINGS

Section 1. A General Meeting of the Society shall be held every two years (in odd numbered years) at a site selected by the Board of Directors at least two years prior to the Meeting.

Section 2. A Town Hall meeting of the membership shall be held at the General Meetings. The President shall preside at such Town Halls.

Section 3. The President may call special meetings of the membership when and if necessary or appropriate.

ARTICLE 11- AMENDMENTS

The Bylaws may be revised or amended by affirmative vote of a majority of the membership voting at the Town Hall held at General Meetings. Copies of proposed revision of amendments shall be made available to the membership prior to such voting.

ARTICLE 12- DISSOLUTION

In the event of the dissolution of the Society, the remaining assets, after all obligations have been satisfied, shall be dispersed at the discretion of the officers after consultation with the Board of Directors.