

Critical Humor Studies Association

Constitution and Bylaws

The Constitution and Bylaws of the Critical Humor Studies Association serve as the governing documents of the organization and can be amended by the voting members of the Executive Council through the established procedures in Article VIII.

Article I – Name, Objectives, Governance and Structure

Section 1: Name

The name of this organization shall be The Critical Humor Studies Association, Incorporated.

Section 2: Objectives

The objectives of this organization are intellectual and educational, including the engagement with and creation of scholarship about the richness and complexity of humor in local, national, and global arenas by fostering collaboration between scholars, activists, humorists, cultural producers, and educators, nurturing a robust network for dialogue and collective action. The Association shall function as a space for scholars to dialogue and engage key issues pertaining to the productive and destructive power of humor. Except as expressly prohibited in the Bylaws and Articles, the Association may undertake any lawful activity incidental to the aforementioned purposes.

Section 3: Governance and Structure

(a) Governance: The Association shall be governed by this Constitution and Bylaws, in addition to other actions deemed appropriate by the Association and the Executive Council.

(b) Structure:

- (1) The membership
- (2) The Executive Council
- (3) The Appointed Officers

Article II – Membership and Dues

Section 1: The Members

- (a) Individual members: Any person interested in the critical study of humor who subscribes to the objectives of the Association may become a member upon payment of annual dues as established by the Executive Council and presented in the Bylaws. Membership dues shall be established on a sliding-scale basis in consultation with current membership.

- (b) Institutional members: Any cultural or educational non-profit organization who subscribes to the objectives of the Association may become an institutional member upon the payment of the applicable institutional dues.
- (c) Honorary members: Any person nominated and elected by an affirmative vote by two-thirds of voting Executive Council members present at a Council meeting at which a quorum is established. Honorary members shall be exempt from paying dues.

Section 2: Dues

- (a) Membership dues shall be established by the Executive Council and shall be based on one calendar year. Annual membership shall run from January 1 - December 31 regardless of when dues are paid.
- (b) Any member whose dues are twelve (12) months outstanding shall be dropped from the rolls. Members who are dropped from the rolls may be reinstated whenever they pay dues in advance of the calendar year.
- (c) Individual and honorary members in good standing shall be entitled to vote and hold office in the Association.

Article III – Officers

Section 1: Executive Officers

The Executive Officers of the Association shall be the president, vice president, secretary-treasurer, graduate student representative, and an Executive Council. The Executive Officers of the Association shall be elected by voting members of the Association and shall serve on a volunteer basis. Two individuals may share the role of executive officers, as determined necessary by the Executive Council.

Section 2: Elections and Terms

- a) President - The President shall preside at all meetings of the Association and shall perform all duties incident to the office of President and other such duties as may be prescribed by the Executive Council. The President shall be elected by its members for a term of 3 years with an allowance to be re-elected for an additional concurrent term and as many as 3 terms non-consecutively. If the office of the President shall, through any cause, become vacant, the Vice President shall thereupon become president for the remainder of the president's term, followed by the normal three (3) year term as president. If the office of Vice President shall, through any cause, become vacant, the Executive Council shall elect an interim Vice President from Council members. They shall be eligible to succeed themselves.
- b) Vice President - shall perform all duties incident to the office of Vice President and other such duties as may be prescribed by the Executive Council. The Vice President shall be

elected by its members for a term of three (3) years with an allowance to be re-elected for an additional concurrent term and as many as three (3) terms non-consecutively.

- c) Secretary-Treasurer - shall perform all duties incident to the office of Secretary-Treasurer and other such duties as may be prescribed by the Executive Council. The Secretary-Treasurer shall be elected by its members for a term of three (3) years. This office holder shall be eligible for re-election.
- d) Graduate Student Representative - shall perform all duties incident to the office of Graduate Student Representative and other such duties as may be prescribed by the Executive Council. The Graduate Student Representative shall be a graduate student officially enrolled in a degree-granting institution at the beginning of their term, elected by its members for a term of three (3) years.
- e) The Executive Council - shall consist of eleven (11) members; the Executive Officers of the Association including the president, vice president, secretary-treasurer, graduate student representative, executive director, editor and associate editor of *Journal of Critical Humor Studies*, the scholarly journal of the Critical Humor Studies Association, and representation of four (4) members in good standing.

Section 3: Appointed Officers

The appointed officers shall be the Executive Director, Editor, and Associate Editor of *Journal of Critical Humor Studies* (JoCHS), to be nominated by the Executive Council and ratified by two-thirds of the Executive Council members in office present at a Council meeting where a quorum is established.

- a) Executive Director - shall perform all duties incident to the office of Executive Director and other such duties as may be prescribed by the Executive Council. The Executive Director shall be elected by its members for a term of six (6) years with an allowance to be re-elected for an additional concurrent term and as many as three (3) terms non-consecutively.
- b) Editor and Associate Editor of *Journal of Critical Humor Studies* - shall perform all duties incident to the office of Editor and Associate Editor and other such duties as may be prescribed by the Executive Council. The Editor and Associate Editor shall be elected by its members for a term of three (3) years with an allowance to be re-elected for an additional concurrent term and as many as three (3) terms non-consecutively.

Article IV – Elections and Nominations

Section 1: Elections and Nominations Announcement

The Executive Council shall determine the time and manner of elections, and shall be managed according to the following process:

Annually the Executive Director shall circulate by email or publish an announcement “Elections and Nominations Announcement” in the fall newsletter and/or issue of *JoCHS* listing all Association positions for which elections shall be held in the following calendar year. This announcement shall invite all members of the Association in good standing to submit recommendations to the Executive Director for nominations thereto.

Section 2: Election Slate

April: By the first Monday in February the Executive Director shall begin receiving and collecting nominations for open offices within the Association, and all nominations shall be received by the first Friday in April.¹ Nominations must address the standing of candidates within the Association and other qualifications consistent with the stated objectives of the Association.

May: The Executive Director shall create and disseminate a slate of nominees to the Executive Council by the second week of May prior to the June Executive Council meeting.

June: Voting for executive offices shall take place at the Executive Council meeting in June.

Section 3: Ballots and Voting

The Executive Director shall post an electronic ballot on a secure web server, which shall be accessible to all members of the Association. Each candidate shall include appropriate biographical information and a statement. Ballots should include all nominations submitted by the Executive Council and have a clear due date, after which no ballot shall be counted. Voters are entitled to a secret ballot, a right which shall be insured. Ballots shall be tallied, verified, and reported to the Chair of the Executive Council within five business days after the deadline and the tally shall be kept by the Association for one year. All members of the Executive Council are voting members and no individual may have more than one (1) vote.

Section 4: Nominations for Vacancies

At any time during the calendar year, the Executive Council may, by resolution, nominate additional candidates for any position for which there is a vacancy through death or resignation of a candidate or elected official. The Executive Council may, at its discretion, fill any vacancy on the Executive Council by designating any member of the Association in good standing to serve until his or her successor is elected and qualified.

¹ October 21, 2024 Amend to extend the deadline for nominations to the first week of May.

Section 5: Election Criteria

Elections shall be determined by a majority of the votes for each position. In the case of a tie, voting members of the Executive Council shall determine the choice by majority vote.

Section 6: Removal of Elected Officers From Office

Executive Council Members may be removed from the Executive Council for: (1) acts contravening the Constitution and By-Laws of the Association, (2) for being unable to discharge duties and responsibilities of respective office, (3) for habitually neglecting to discharge the duties and responsibilities of the respective office, (4) for acts the Executive Council deems to be harmful to the Association, (5) or for malfeasance in office.

Petitions for removal of an Executive Council member from the Executive Council may originate in the Executive Council by affirmative action of two-thirds of the members of the Executive Council or may be submitted to the Executive Council, with the support of at least one hundred members of the Association who are in good standing. The petitions must be accompanied by a list of charges and a file of particulars specifying the offenses of the officeholder. By certified mail and email, the individual against whom the charges are being brought shall be furnished with a statement of the charges and a bill of particulars and shall be given an opportunity to respond within a reasonable time not to exceed fifteen (15) days.

The response may be in writing or in a hearing before the Executive Council or both. If the individual does not respond, the Executive Council will move forward to review the charge. In a hearing before the Executive Council, the petitioners and the individual against whom the charges are being brought may have representatives in attendance to present their cases, but procedures shall not adhere to formal judicial rules. Thus, pre-hearing “discovery” shall not be allowed. Procedures to be followed shall be prescribed by the Executive Council.

If, following the response to the charges of an individual against whom the charges are being brought, two-thirds of the members of the Executive Council vote to remove the individual from office, the Executive Council shall submit its recommendation to the membership for approval. Unless a majority of the membership votes against the recommendation of the Executive Council within a prescribed period of time, but no more than twenty-one (21) working days following the mailing of the recommendation to the members, the office in question shall be declared to be vacant.

In cases involving the removal of the President from office, the Vice President for Membership shall preside over the Executive Council unless this officeholder also is facing removal proceedings. If both the President and the Vice President are facing removal proceedings, the Executive Council shall elect a presiding officer. In all other cases, the President shall preside over the Executive Council.

Article V – Meetings

Section 1: Membership Dues

The Executive Council shall serve as the Board of Directors of the Association. As such, it shall conduct the business, set fiscal policy, and oversee the general interests of the Association. The Executive Council shall fix the amount of dues and the date upon which any change of dues becomes effective. The Executive Council may appoint such committees as it deems necessary.

Section 2: Meetings

The Executive Council shall call a meeting of the Association at a time and place it deems appropriate. The Executive Council shall hold at least one (1) business meeting annually, at a time and place to be determined by the Executive Council, for the election of members to committees, for the approval of the budget, for the consideration of reports and recommendations from the officers and committees, for the discussion of policies and of instructions that should be given to the elected or appointed officers, and for the transaction of other such business as may come before it. It shall report on its deliberations and actions through the publications of the Association. Executive Council meetings shall be open to all members of the Association.

Article VI – Quorum

Section 1: Establishing a Quorum

At all meetings of the Executive Council, the presence of at least a majority of the voting members of the Executive Council in office shall constitute a quorum for the transaction of business. Presence at Executive Council meetings shall include virtual attendance if a member is telecommuting or in person if a member is physically attending the meeting.

Section 2: Voting with a Quorum

Unless otherwise specified in the Bylaws, a majority vote by voting members of the Executive Council who are present at a Council meeting with an established quorum is sufficient to transact business.

Article VII – Adoption, Ratification, Amendments, and Dissolution

Section 1: Adoption and Ratification

The Constitution shall be submitted by the four acting Executive Council members named “Critical Humor Studies Collective” to voting members of the Association at least 60 days prior to the first Annual Meeting. If approved by at least a two-thirds majority of voting members during the initial vote, it shall become effective immediately.

Section 2: Amending the Constitution

These Bylaws may be amended or repealed at any meeting of the Executive Council by the affirmative vote of two-thirds of Executive Council members present at a meeting where quorum is established. Such changes must be electronically made available to Association and Executive Council members at least twenty-one (21) days prior to a vote. Proposed amendments to these Bylaws shall be submitted for a vote of the voting membership upon:

1. A vote of the Council, or
2. A petition signed by at least ten percent (10%) of voting members submitted to the Executive Director.

Amendments adopted or repealed shall be electronically communicated to the general membership within five days following the vote.

Section 3: Adoption.

These Bylaws may be amended by a majority vote of the voting members at a meeting at which a quorum is present or by ballot.

Section 4: Dissolution of Organization

In the event of dissolution of this organization, all remaining assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to a nonprofit organization for charitable and educational purposes.

By-Laws

1. Conduct of Meetings

All annual meetings, Ad Hoc meetings, and meetings of the Executive Council shall be governed by Robert's Rules of Order, Newly Revised, except where noted in the Constitution. At all meetings of the Executive Council, the presence of at least a majority of the voting members of the Council in office shall constitute a quorum for the transaction of business.

At its discretion, the Executive Council may appoint an Official Parliamentarian, who shall hold office for one (1) year. The Parliamentarian shall advise the President in conducting the meetings of the Executive Council and the annual or ad hoc meetings of the Association, and shall perform other such duties as may be prescribed by the Council.

2. Duties of Executive Officers
 - a) President(s) - shall preside over and serve as the chair of annual meetings and of the Executive Council. They shall formulate the stated obligations and objectives of the Association and perform all duties incident to the office of President and other such duties as may be prescribed by the Executive Council.

- b) Vice President(s) - They shall formulate the stated obligations and objectives of the Association and perform all duties incident to the office of Vice President and other such duties as may be prescribed by the Executive Council.
- c) Secretary-Treasurer - They shall formulate the stated obligations and objectives of the Association and perform all duties incident to the office of Secretary-Treasurer and other such duties as may be prescribed by the Executive Council. They shall be responsible for recording meeting minutes, maintaining records of Executive Council correspondence, and collecting membership dues.
- d) Graduate Student Representative - They shall formulate the stated obligations and objectives of the Association and perform all duties incident to the office of Graduate Student Representative and other such duties as may be prescribed by the Executive Council.

(1) Meetings.

The Executive Council shall meet in February and June and hold a business meeting during the Annual meeting of the Association. The Executive Council shall hold at least one (1) additional virtual meeting in the course of the calendar year, to be scheduled at the discretion of the Executive Council.

Special meetings may be called at any time by the Executive Council, the President or upon the written request of not less than ten percent (10%) of the members, for any purpose or purposes prescribed in the notice of the meeting and shall be held at such place or manner, on such date and at such time as the Executive Council may fix. Business transacted at any special meeting of the members shall be confined to the purpose or purposes stated in the notice of meeting.

Unless waived, notice of the date, time, place or manner, and in the case of a special meeting, the purpose or purposes for which the special meeting is called, shall be given to each member, not less than five (5) business days and no more than one year before such meeting.

(2) Functions.

The Executive Council shall:

- a) Implement the policies established by the Business Meeting of the Association;
- b) Appoint the following officers: Executive Director, editor and associate editor of the *Journal of Critical Humor Studies*;
- c) Determine the time and place of the Annual Meeting;
- d) Receive all reports of the Executive Director, the *Journal of Critical Humor Studies*, the Secretary-Treasurer, and any Ad Hoc committees convened, and

disseminate reports such as may be appropriate, to the Business Meeting of the Association;

- e) Resolve conflicts that may arise between Executive Officers and Appointed Officers regarding their respective spheres of authority;
- f) Remove from office any appointed officer whom it deems to be derelict or ineffective in discharging assigned duties or who is guilty of malfeasance in office;
- g) Remove as chair of an appointed committee anyone who is derelict in carrying out the duties of the office;
- h) Approve an annual operating budget that shall be designed to achieve the objectives of the Association.

3. Duties of Appointed Officers

- a) **The Executive Director** - They shall formulate the stated obligations and objectives of the Association and perform all duties incident to the office of Executive Director and other such duties as may be prescribed by the Executive Council. The terms and conditions of appointment of the Executive Director shall be defined by contract with the Executive Council.

The Executive Director shall:

- (1) Give administrative direction to the program, policies, and procedures recommended by the Executive Council and approved by the Association;
- (2) Keep records of domestic and international financial and tax records;
- (3) Direct the day-to-day operations of the Association;
- (4) Direct marketing/public relations activities of the Association;
- (5) Give general and specific direction to, and supervise, Annual Meetings and special meetings and conferences of the Association;
- (6) Formulate general fiscal policies and prepare for the approval of the Executive Council an annual operating budget for the Association;
- (7) Sit on all standing and Ad Hoc Committees.

- b) **Editor and Associate Editor** of the *Journal of Critical Humor Studies* - With the support of the Editorial Board they shall formulate the stated educational and research-based obligations and objectives of the Association and perform all duties incident to the office of Editor and Associate Editor and other such duties as may be prescribed by the Executive Council.
- c) **The Editorial Board** of the *Journal of Critical Humor Studies* shall be nominated by the Editor, consisting of at least six (6) members. With the recommendation of the Editor, the Editorial Board shall approve the merits of research projects and all manuscripts submitted to the Association for publication. Members of the Editorial Board shall serve for three (3) years, and shall be eligible for reappointment. Stipends

for members of the Editorial Board will be determined by the Executive Council of the Association.

4. Membership and Dues

Any individual or group that subscribes to the objectives, mission, and values may be admitted to membership in accordance with policies and procedures established by the Executive Council.

- a) Members shall have the right to vote for the election of officers and at-large members of the Executive Council and on matters specifically provided for in these Bylaws or on matters submitted by the Executive Council to a vote of the members and hold elected or appointed office as specifically provided in these Bylaws. All individuals serving in leadership positions shall be required to hold regular membership in the Association.
- b) In order to maintain membership status, individual members shall pay annual dues by the member's renewal date. Annual dues for membership shall be established by the Executive Council.
- c) Membership in the Association may be suspended or terminated, and the privileges of membership may be suspended wholly or in part, for failure to adhere to objectives, mission, and values of the Association in accordance with policies and procedures to be adopted by the Executive Council.
- d) Membership shall not be prohibited due to lack of funds. With formal request and at the discretion of the Executive Council, membership dues may be waived.