1. THE TITLE of this voluntary, non-profit organization is THE CELTIC STUDIES ASSOCIATION OF NORTH AMERICA (hereafter “CSANA”), incorporated under the laws of the District of Columbia.

2. THE PURPOSE of this organization is to promote the serious study of Celtic languages, literatures, and cultures among scholars in North America.

3. MEMBERSHIP.

3.1. CSANA shall solicit membership among scholars and students of Celtic languages and culture. Payment of such annual dues as are determined by the Executive Committee shall be sufficient to establish membership.

3.2. Categories. There will be seven classes of members, as follows:

   3.2.1. Associate, including
      3.2.1.1. Student
      3.2.1.2. Retired
      3.2.1.3. Unemployed/ Underemployed
   3.2.2. Institutional
   3.2.3. Sustaining
   3.2.4. Contributing
   3.2.5. Patron
   3.2.6. Benefactor
   3.2.7. Honorary

3.3. Student membership. Students currently enrolled in accredited undergraduate or graduate programs in any field will be eligible for membership in CSANA at the reduced student rate.

3.4. Unemployed/Underemployed and Retired membership. Persons with a serious interest in Celtic studies who lack fulltime academic employment, or equivalent full time employment, whether they are retired from academic employment or not, shall be eligible for membership at a reduced rate.

3.5. Honorary membership may be extended to individuals in recognition of unusually distinguished service to Celtic studies, on the unanimous approval of the Executive Committee. It may be awarded with or without limit or duration.

3.6. Dues. With the exception of Honorary members, all members shall pay such annual dues as may be determined by the Executive Committee for the membership class in which they enroll. Dues are payable annually on the first day of January. In the event of resignation from membership, or dissolution of the organization, no member shall have any claim for refund of any monies paid to CSANA.
3.7. Rights and obligations of members. All members are bound by the By-Laws and by the actions of the Executive Committee in consequence thereof. With the exception of Institutional members, all members are entitled to vote in all regular and special CSANA elections, and to attend the meeting, except when in closed session, of the Executive Committee at the Annual Conference.

4. THE EXECUTIVE COMMITTEE

4.1. Composition. The Executive Committee shall be composed of six voting members, as follows:

4.1.1. President, whose responsibilities shall include coordinating all activities of the organization, including planning and formally calling annual meetings, chairing proceedings at these meetings, and supervision of the publication of the North American Journal of Celtic Studies, the CSANA Newsletter, the CSANA Bibliography, the CSANA website, and all other such publications and activities as the organization may undertake.

4.1.2. Vice President, who shall assist the President in the conduct of his or her duties, and succeed to the Presidency of CSANA at the end of the term of office or if the President for any reason vacates the office.

4.1.3. Secretary/Treasurer, whose responsibilities shall include:
keeping the accounts of the organization; receiving payments from any agents authorized by the Executive Committee to receive and process CSANA dues and journal subscriptions; receiving all other payments to the organization, and disbursing all necessary and appropriate payments relating to the organization; maintaining a bank account in the organization’s name for these purposes; making annual reports of income and expenditures to the Executive Committee and to the membership, and such reports to governmental agencies as may be required by law; soliciting membership and membership renewals; keeping membership records; and reporting to the Executive Committee on the state of enrollment; maintaining the mailing list; handling correspondence for CSANA; maintaining records of the minutes of the Executive Committee and Annual Meetings; ensuring that newsletters, announcements of the Annual Meeting, ballots, and other materials that members are entitled to receive are distributed electronically or posted to members by mail in cases
where individual members have requested in writing such distribution by post.

4.1.4. **Three At-Large Officers**, whose responsibilities shall include assisting the President and Vice-President with their responsibilities; bringing their particular experience in the field of Celtic studies, as professional or independent scholars or as students, to bear on the deliberations of the Executive Committee and the membership.

4.1.5. The President may appoint interim officers, with the approval of the Executive Committee, if a vacancy occurs before the end of the term of office, when the interim appointment will expire.

4.2. **Additional Officers**

4.2.1. From time to time, the Executive Committee may propose, with approval by a vote of the membership, to create official positions related to specific activities of the organization. It is understood that such approval of new positions shall constitute a change in these By-Laws in this respect only: that the new position(s) shall be listed in this article. Similarly, as certain of these official positions cease to be necessary to the conduct of the organization’s activities, the Executive Committee may propose, with the approval by a vote of the membership, to eliminate any of them. It is understood that such elimination of positions shall constitute a change in these By-Laws in this respect only: that the eliminated position(s) shall be deleted from this article.

4.2.2. The following officers, upon appointment by the President and approval by the voting members of the Executive Committee, with the approval of the membership at the next regularly scheduled meeting of the organization, may participate in and make reports as requested to meetings of the Executive Committee, albeit without voting rights in that Committee:

4.2.2.1. **Bibliographer**. The Bibliographer is responsible for maintenance of the electronic CSANA Bibliography, including stability, updating, and accessibility;

4.2.2.2. **Editor, North American Journal of Celtic Studies**. The Editor of NAJCS is responsible for: maintaining an Editorial Review Board of scholars representing a wide variety of expertise within the field of Celtic studies;
soliciting, arranging for peer review of, and copy editing of articles for the journal, including posting instructions and responding to enquiries regarding the scope and format of submissions; preparing final copy of each issue for the press publishing the journal; maintaining the organization's relationship with all editorial matters with the press publishing the journal; consulting with the Editorial Board regarding any proposed changes in editorial policy; bringing such proposed changes to the attention of the Executive Committee and the membership, and complying with the decisions of either body on editorial policy;

4.2.2.3. **Editor, CSANA Newsletter.** Responsibilities of the Newsletter Editor shall include soliciting and gathering material for semiannual (Beltaine and Samhain) issues of the Newsletter, including, but not limited to, information regarding new research resources, announcements of upcoming and reports on past conferences, etc.; preparing and formatting the Newsletter text and distributing it via email to all members of the organization, and in print via post to such members as shall have informed the Secretary/Treasurer in writing of their need to have CSANA materials in print;

4.2.2.4. **Webmaster.** The CSANA Webmaster shall be responsible for maintaining and updating the organization's website in consultation with the Executive Committee;

4.2.2.5. **ListServ Moderator.** The ListServ Moderator's responsibilities include: relaying to the membership announcements and enquiries from members of the organization and from institutions associated with Celtic studies to the membership; determining which announcements and enquiries submitted to the ListServ are of interest to the members;

4.2.2.6. **Social Media Editor.** The Social Media Editor shall be responsible for maintaining CSANA's presence in appropriate online social media by posting announcements, photographs, etc., in consultation with the President;

4.2.2.7. **Program Conference Chairs.** The principal organizer of the upcoming Annual Conference may receive communications of and participate in meetings and deliberations of the Executive Committee, without voting rights, as may the principal organizer of the following year's conference;
4.2.2.8. **Immediate Past President.** In the interest of institutional continuity, the Immediate Past President of the organization may participate in meetings and deliberations of the Executive Committee, without voting rights.

4.2.2.9. **Term of office.** With the exception of the Program Conference Chairs and the Immediate Past President, the terms of office for all other non-voting officers shall be designated by the President at the time of appointment, for a term of no longer than five years, and approved by the Executive Committee and the membership. Non-voting officers may be reappointed to additional terms, subject to approval by the Executive Committee and membership. The President may appoint interim non-voting officers, with the approval of the Executive Committee, if a vacancy occurs before the next Annual Meeting, when the interim appointment will expire. The appointments of non-voting officers may expire before the end of the term of appointment if:

4.2.2.9.1. the officer in question dies or resigns;
4.2.2.9.2. the Executive Committee recommends replacement of the officer holding a given position and submits that recommendation and the name of the replacement officer to a vote of the membership;
4.2.2.9.3. the Executive Committee, with the approval of the membership, eliminates the position held by that officer.

4.3. During their terms in office, all officers shall maintain membership in CSANA in good standing.

5. **ELECTIONS.**

5.1. The voting members of the Executive Committee will be elected by the general membership attending the Annual Meeting, provided that a quorum of ten percent (10%) of the membership is present at the meeting.

5.1.1. Elections will be conducted by the Nominating Committee.

5.1.2. The Nominating Committee shall consist of three (3) members, not more than one of whom may be a current Executive Committee member. The current President is ineligible to serve on the Nominating Committee. All members of the Nominating Committee must be members in good standing of CSANA.

5.1.3. The members of the Nominating Committee shall be appointed by the President of CSANA, with the approval of a majority of the voting members of the Executive Committee. The term of appointment will be
two years. Members may be reappointed for up to two additional terms. Appointments to the Nominating Committee will be made within 180 days after each election of the members of the Executive Committee.

5.1.4. Each Nominating Committee shall elect one of its members as its chair.

5.1.5. It shall be the responsibility of the Nominating Committee to solicit nominations from the membership of CSANA; to prepare a slate of Executive Committee candidates, in consultation with said candidates, to be published in an electronic announcement distributed to all members at least six weeks before the Annual Meeting at which elections will be held; to conduct the election; to tally the votes and announce the winners; and, in case of a tie vote for any office, to select the winner by lot.

5.1.6. Any member may, with a second, submit additional nominations for any position on the Executive Committee.

5.1.6.1. The nomination and second should be sent to the President in writing, separately, either electronically or via post.

5.1.6.2. The President shall distribute to the membership the names of those nominated by members other than the Nominating Committee, along with any biographical information provided by the nominators, no later than one week after receiving the nominations, and at least two weeks before the Annual Meeting at which the election is to take place, if the President receives the nomination at least three weeks before the Annual Meeting.

5.1.6.3. Nominations may be made from the floor at the Annual Meeting.

5.1.7. Elections shall be conducted in accordance with Robert's Rules of Order, with the chair of the Nominating Committee or the chair's designee serving as parliamentarian.

5.2. Term of office. Each voting member of the Executive Committee, with the exception of the Secretary/Treasurer, shall serve a two-year term, and may not be re-elected to the same office for consecutive terms. Interim appointments to office shall not count towards term limits.

5.3. In the interest of the organization's maintaining a stable relationship with a financial institution, the Secretary/Treasurer shall serve a four-year term, and may be re-elected to consecutive terms, for a total of no more than three terms (twelve years). Interim appointments to office shall not count towards term limits.
5.4. Elections for Vice President and one At-Large Officer shall occur in even-numbered years. Elections for Secretary/Treasurer and two At-Large Officers shall occur in odd-numbered years.

5.5. **Indemnification.** Every person who is or shall be or shall have been an Executive Committee member or officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may have been made a party by reason of his or her being or having been an Executive Committee member or officer of the Corporation or any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such Executive Committee member or officer. “Costs and expenses” shall include, but without limiting the generality thereof, attorney’s fees, damages, and reasonable amounts paid in settlement.

5.6. **Resignation and removal of Executive Committee voting members.** A voting member of the Executive Committee may resign at any time by giving written notice to the President.

5.6.1. The process for removing a voting member of the Executive Committee from office is as follows:

5.6.1.1. Written notice will be sent, either by post or electronically, requesting his or her removal, with an explicit reason given; the written notice must be agreed to by a majority of the voting members of the Executive Committee at an official meeting of that body.

5.6.1.2. A voting member of the Executive Committee who has been sent notice requesting his or her removal may respond to the other voting members of the Executive Committee in writing within 15 days of the sending of the notice.

5.6.1.3. Removal from office must be ratified by a majority of both the Executive Officers (President, Vice President, Secretary/Treasurer) and the At-Large Members of the Executive Committee, at a meeting convened no fewer than 30 days after the sending of the written notice.

6. **ACTIVITIES.**

6.1. CSANA will hold an Annual Conference for the presentation of the results of research in Celtic studies.
6.2. CSANA may also develop and maintain a bibliography of resources for research in Celtic studies; sponsor the publication of texts and research relating to Celtic Studies; issue a newsletter to circulate information of interest to its members; maintain a website with information about the organization and links to other resources of interest to those with a serious interest in Celtic studies; sponsor sessions or lectures at academic conferences other than its own; maintain a social media presence; and conduct other activities which further the serious study of Celtic languages and culture.

7. MEETINGS.

7.1. Annual Conference. The program of the Annual Conference will be arranged by a Program Conference Chair, who will be appointed no later than the immediately preceding Annual Meeting by the President of CSANA with the approval of the Executive Committee. It is permissible for a member of the Executive Committee to serve as Program Chair.

7.1.1. The date and place of the Annual Meeting, which is the business meeting of the membership held during the Annual Conference, will be determined by the Conference Chair in consultation with the Executive Committee.

7.1.2. An announcement of the Annual Meeting shall be posted on the organization’s website and sent to all members of CSANA at least 60 days in advance of the meeting date. The announcement shall include

7.1.2.1. a list of Executive Committee members to be elected at the meeting;
7.1.2.2. contact information for members of the Nominating Committee to whom suggestions for candidates may be sent;
7.1.2.3. and insofar as possible, an agenda for the meeting.
7.1.2.4. This stipulation shall not be taken to preclude the introduction of new business at the meeting.

7.1.3. Ten percent (10%) of the membership shall constitute a quorum for the transaction of business at the Annual Meeting.

7.1.4. The Annual Meeting shall be conducted in accordance with Robert’s Rules of Order. The President or his/her designee shall serve as Parliamentarian to ensure observance of appropriate procedure for motions introduced at the meeting.

7.2. Meetings of the Executive Committee

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7.2.1. The Executive Committee will meet during the Annual Conference at a
time preceding the Annual Meeting. This Executive Committee meeting
will be conducted in real time, with all members present or with some
members participating electronically.

7.2.2. Outside of the Annual Conference, meetings of the Executive
Committee are expected to be held electronically.

7.2.3. They may be called, as needed, by the President or by three other
voting members of the Executive Committee.

7.2.4. While usually set as a formally announced discussion via email, such
meetings may also be conducted in real time, with all members present,
or in real time, with some or all members participating electronically.

7.2.4.1. If conducted in real time, all members of the Executive
Committee must receive notice of the time, mode, place, and
agenda of each such meeting at least two weeks prior to the
meeting date.
7.2.4.2. If conducted as an email discussion, the meeting may be called
by the President or by three other voting members of the Executive
Committee merely by sending a message to the all members of the
Executive Committee.

7.2.5. If an official vote is needed at a meeting conducted through email
discussion, formal notice must be given at the conclusion of the
discussion, with voting members of the Executive Committee then given
five days to submit their votes via email to the President.

7.2.6. For all email discussions, communications from the email addresses
officially provided by CSANA members to the Secretary/Treasurer shall
be assumed to have been sent by those members.

8. AD HOC COMMITTEES.

Ad hoc committees may be formed with the agreement of the Executive
Committee.

9. FINANCIAL TRANSACTIONS.

Financial transactions shall be the responsibility of the Executive
Committee. The President and the Secretary/Treasurer are empowered
to make expenditures for items or events costing less than $600; all
transactions involving a larger sum shall have the consent of at least
three members of the Executive Committee.
10. FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first day of May of each year and shall end on the thirtieth day of the following April, unless otherwise determined by the Executive Committee. A vote by the Executive Committee to change the fiscal year shall be noted in this section of the By-Laws.

11. BY-LAWS HISTORY AND REVISIONS.


11.2. This revision of the CSANA By-Laws shall come into effect if approved by a two-thirds majority of the members voting by mail through ballots received by the Secretary/Treasurer within 30 days of the initial mailing of these By-Laws and a ballot to the membership. By-Laws regarding elections shall take effect with the next election scheduled for each office in accordance with existing By-Laws. The date of approval shall be added to this section of the By-Laws.

11.3. Revisions to these By-Laws, or new By-Laws, may be proposed by a vote of the Executive Committee or by an approved motion at the AnnualMeeting. The proposed revised text will be distributed to members by electronic mail, or via post to those members who have informed the Secretary/Treasurer in writing of their desire to receive CSANA communications via post. Members may vote to approve or to reject the proposed changes or revision via return email or post to the President no later than the date specified in the announcement of the proposed changes; the deadline shall be not less than thirty (30) days after the date of the announcement of proposed changes. Two-thirds majority of those voting shall be required to adopt the amendment.