

NEWS OF THE ASSOCIATION

BYLAWS OF THE MIDDLE EAST STUDIES ASSOCIATION OF NORTH AMERICA, INC.

ARTICLE I. NAME, NATURE, AND OBJECTIVES

Section 1. *Name.* The name of this organization shall be the MIDDLE EAST STUDIES ASSOCIATION of North America, Inc. It shall be known also as The Middle East Studies Association (MESA).

Section 2. *Nature and Objectives.* THE MIDDLE EAST STUDIES ASSOCIATION shall be a private, non-profit, non-political organization of scholars and other persons interested in the study of the Middle East (including North Africa) primarily since the beginning of Islam. Its objectives shall be (a) to promote high standards of scholarship and instruction, (b) to facilitate communication among scholars through meetings and publications, and (c) to promote cooperation among persons and organizations concerned with the scholarly study of the Middle East.

ARTICLE II. MEMBERSHIP

Section 1. *Types of Membership.* There shall be three categories of full members: Honorary Fellow, Fellow, and Student members; one category of Associate Member; and one category of Institutional Member.

a. *Honorary Fellows.* Honorary Fellows shall be limited to outstanding internationally recognized scholars who have made major contributions to Middle East studies. Honorary Fellowship shall be bestowed by nomination of the Board of Directors and conferred by the majority of those present and voting at any meeting of the Fellows. Each Honorary Fellow shall retain that status until his or her resignation or death. Honorary Fellows shall be entitled to all the rights and duties of Fellows but shall not pay dues. There shall be no more than ten Honorary Fellows at any one time.

b. *Fellows.* Fellows are defined as those individuals who have received a Doctorate related to Middle East studies and/or who have taught in Middle East studies and/or who have made a scholarly contribution to Middle East studies. Fellows shall be admitted to membership by approval of the majority of the Board of Directors. Annual dues as established by the Board of Directors must be paid to retain membership.

c. *Student Members.* The Board of Directors may admit as Student Members registered graduate and undergraduate students interested in Middle East studies who may meet such qualifications as may be established by the members of the Association. Annual dues as established by the Board of Directors must be paid to retain membership. The Board of Directors may establish a time-limit for student memberships.

d. *Associate Members.* The Board of Directors may elect as Associate Members without the voting privilege persons interested in the study of the Middle East and who meet such qualifications as may be established by the members of the Association. They shall be entitled to attend all public meetings of the Association and to receive all publications of the Association. Annual dues as established by the Board of Directors must be paid to retain membership.

e. *Institutional Members.* The Board of Directors may admit as Institutional Members without the voting privilege academic or philanthropic institutions which meet such qualifications as may be established by the Board of Directors. Representatives of the Institution shall be entitled to attend meetings of the Association and shall receive all publications of the Association. Annual dues as established by the Board of Directors must be paid to retain memberships.

Section 2. *Standing of Members.* Any member who is three months in arrears of annual dues shall be deemed not in good standing and shall not be entitled to receive the periodical publications of the Association and shall not be deemed a voting member.

Section 3. *Resignation and Removal of Members.* A member of any category of membership may be removed at any time by a vote of the majority of the membership. Any member in any category may resign at any time.

Section 4. *Compensation.* The Board of Directors may authorize reimbursement for expenses incurred by members in connection with the performance of their duties, provided, however, that nothing herein contained shall be construed to preclude any member from serving the Association in any other capacity or receiving compensation for such services.

Section 5. *Dues.* Categories of membership may be required to pay such dues as may be fixed by the Board of Directors.

ARTICLE III. ANNUAL MEETING OF THE ASSOCIATION

Section 1. *An Annual Meeting* shall be held at a time and place to be determined by the Board of Directors.

Section 2. *An Annual Business Meeting* open to members and guests of the Association shall be held at the time and place of the Annual Meeting.

a. The President or, in that officer's absence, the Past-President, shall preside. In the event that neither of these individuals is available, the Board of Directors shall select one of its members to preside.

b. Procedure shall be governed by the latest edition of *Robert's Rules of Order*, and there shall be a parliamentarian whose decisions shall be authoritative.

c. There shall be a quorum for the Annual Business Meeting of thirty-five (35) voting members of the Association in good standing. In the absence of a quorum, the Meeting may be held, but no votes may be taken.

d. Only Fellows and Student Members in good standing may vote at the meeting.

e. Voting at the Annual Business Meeting shall be of two kinds.

(1). Voting which seeks only to determine the "sense of the meeting."

(2). Voting which seeks only to submit the question to the membership at a future time in the form of mail ballots. Any vote to submit a matter to the general membership must be passed by a majority of those present and voting, providing there is a quorum at the time the vote is taken. Matters which are passed by the required majority shall be submitted to the membership under procedures described in Article III, Section 5.

Section 3. *Special Meetings* of the members shall be called at any time by the Executive Secretary of the Association upon the request of the majority of the Board members or upon request of no less than one-fourth of the voting members of the Association.

Section 4. Resolutions

a. The Board of Directors may present resolutions to the Annual Business Meeting.

b. Any member of the Association in good standing with voting rights may, subject to the following rules, present resolutions at the Annual Business Meeting.

(1). Resolutions must be received in writing by the office of the Executive Secretary of the Association not later than two weeks prior to the annual meeting; must be signed by at least twenty-five members of the Association in good standing with voting rights; must not be more than 300 words in length including background material; and must deal with a matter of concern to the Association or to the academic profession.

c. Resolutions may be voted upon at the Annual Business Meeting to determine "the sense of the meeting" or;

d. Resolutions designed to determine Association policy, to instruct the Board, or to amend the Bylaws, must be voted upon at the Annual Business Meeting to determine whether they should be submitted to the membership at a future time in the form of a mail ballot. A majority of those members present and entitled to vote, and constituting a quorum, shall be required to pass such a resolution. Resolutions passed by the required majority shall be submitted to the membership under procedures described in Article III, Section 5.

Section 5. Referenda

a. Referenda are defined as the casting of votes by the membership in good standing and with voting rights on issues other than elections, providing each member has been furnished with a mail ballot. Referenda may be initiated by the Board of Directors or by vote at the Annual Business Meeting as specified in Article III, Sections 2 and 4.

b. The Board of Directors may present its opinion on a referendum issue in writing at the time the mail ballot is sent to the membership.

c. Ballots must be returned within sixty days to be counted.

d. The result of the vote by members in good standing with voting rights shall be decided by a majority of those voting, or two-thirds of those voting for amendments (Article VIII).

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Management. The affairs and the property of the Association shall be managed by the Board of Directors (herein-after sometimes referred to as the Board or the Directors). The membership may originate general policies and give general directives to the Board. The Directors shall act only as a Board and individual Directors shall have no power as such.

Section 2. Annual Meeting. There shall be at least one annual meeting of the Board. Such annual meetings of the Board shall be general meetings and open for the transaction of any business except in any case where special notice is required by law, by the Certificate of Incorporation, or by the Bylaws.

Section 3. Special Meetings. Special meetings of the Board shall be called at any time by the Executive Secretary upon the request of the President or upon the request of no less than one-half of the Directors.

Section 4. Place of Meetings. All meetings of the Board shall be held at such places as shall be specified in the respective notices of such meetings or waivers thereof.

Section 5. *Notice of Meetings.* Notice of every annual meeting of the Board and of every special meeting of the Board shall be served personally or by mail to each Director not less than ten or more than thirty days before the meeting. Such notice shall state the purpose or purposes for which the meeting is called and the time and place it is to be held. If mailed, such notice shall be directed to each Director entitled to notice at his or her address as it appears on the books or records of the Association. No notice of the time, place or purposes of any meeting need be given to any Director who attends such meeting or to any Director who in writing, executed and filed with the records of the Association, either before or after the holding of such meeting, waives such notice.

Section 6. *Quorum.* At all meetings of the Board the presence of one-half of the Directors shall be necessary and sufficient to constitute a quorum. Except as otherwise provided by law or by the Bylaws, the act of a majority of the Directors present and voting shall be the act of the Board.

Section 7. *Number of Directors.* The Board of Directors shall consist of nine voting persons: The President, President-Elect, immediate Past-President, and six members of the Board. The Executive Secretary and Treasurer shall serve on the Board as non-voting members.

Section 8. *Election of Members of the Board.* The six members of the Board shall be elected by the members of the Association. These six members shall be elected from the Fellows by a plurality of the vote cast, with two members being elected each year. Each person elected a member shall continue in office until his or her term of three years has expired or until his or her successor shall have been duly elected and qualifies, or until his or her earlier death, resignation or removal in accordance with the Bylaws. Additional members to fill any vacancy or vacancies caused by failure to elect the full number of members or the death, resignation or removal of any member may be elected by a majority of the remaining Board of Directors. The term of office begins after the annual meeting which follows his or her election. Only Fellows in good standing shall be eligible to be officers and to serve on the Board of Directors.

Section 9. *Resignation and Removal of Directors.* Any Director may be removed at any time with or without cause and with or without notice at any meeting of the members by a vote of the majority of the members of the Association. Any Director may resign at any time.

Section 10. *Compensation.* The Directors shall not receive compensation for their services as such but the Board may authorize reimbursement of expenses incurred by Directors in connection with the performance of their duties, provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity or receiving compensation for any such services.

Each Director and Officer, whether or not then in office, shall be indemnified by the Association against all liabilities, costs, and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any action, suit, or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Association; such expense will include the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to curtailment of costs of litigation. The Association shall not, however, indemnify such Director or Officer with respect to matters as to which he or she shall be finally adjudged in any action, suit, or proceeding to have been derelict in

the performance of his or her duty as such Director or Officer, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of the settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion; and in no event shall anything herein contained be so construed as to authorize the Association to indemnify any such Director or Officer against any liability or expense by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his or her office. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

Section 11. *Action Without Meeting.* Any action required or permitted to be taken by the Board of Directors under any provision of the Association Code may be taken without a meeting of the Board of Directors if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes or proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 12. *Limitation of Authority.* No officer authorized to spend or obligate expenditure of MESA funds may expend more than 5% of the total budget or 150% of any line item of budget without approval of the majority of the Board of Directors.

Section 13. *Determination of Organization and Assets.* If the number of eligible voting members falls below sixty for two consecutive fiscal years, a majority of the Board of Directors may terminate the organization and liquidate the assets remaining after the payment of all its obligations and these shall be given to one or more non-profit charitable corporations incorporated in the United States if approved by appropriate federal and state authorities as required by law. No member of MESA, other person or corporation except a non-profit charitable corporation, shall by virtue of such liquidation ever receive or be entitled to any of the assets of MESA.

ARTICLE V. OFFICERS

Section 1. *Number of Officers.* The Officers of the Association shall be a President, who shall serve as Chair of the Board, a President-Elect, an immediate Past-President, an Executive Secretary, and a Treasurer. One person may not hold two or more of the aforesaid offices except those of the Executive Secretary and Treasurer.

Section 2. *Election of Officers.* The President-Elect shall be elected annually by the members. The Nominating Committee, described in Article VI, Section 2, shall nominate Fellows as candidates for office. It shall nominate two Fellows for the office of a President Elect and four Fellows for the two vacancies of the Members of the Board. Additional nominations may be made by petition from the membership to the Nominating Committee. Any Fellow may be nominated a candidate for Officer or Member of the Board by a petition signed by twenty-five Fellows in good standing provided the petition is received by a date to be announced by the Nominating Committee in the *Newsletter* or by special mailing, and the Nominating Committee shall place the names of all Fellows so nominated on the ballot. The Committee shall, with the help of the Executive Secretary, conduct the ballot by mail. Ballots shall be sent out in sufficient time so that they may be reasonably returned by a deadline before the annual meeting.

The Nominating Committee may instruct the Executive Secretary to count the ballots and to have the results certified by a notary public. A plurality of the votes cast shall be required for election. Only the ballots of members in good standing shall be counted. In preparing the list of nominees, the Nominating Committee shall keep in mind the desirability of having representation on the Board from the various sections of the United States and Canada, as well as scholars representing interests in the several regions of the Middle East and the various disciplines prominent in Middle Eastern studies.

Vacancies of Officers caused by failure to elect the full slate thereof or caused by death, resignation, removal, or increase in the number of officers may be filled by a majority vote of the Board at a special meeting called for that purpose or at any regular meeting.

Section 3. *Additional Officers.* The Board at any meeting may by resolution appoint such additional officers and such agents and employees, and determine their term of office and compensation, if any, as it may deem advisable. The Board may delegate to any officer or committee the power to appoint such subordinate officers or agents and to determine their terms of office and compensation, if any. Such additional officers will not be a Member of the Board of Directors unless so specified in these Bylaws.

Section 4. *Removal of Officers.* Any officer may be removed at any time with or without cause and with or without notice by a vote of the majority of the body electing him or her.

Section 5. *President.* The President shall be a member of the Board and all committees ex officio, shall serve as Chair of the Board and shall be a Member of the Board for the year following his or her term in office. He or she shall be the chief executive officer of the Association and shall have general supervision of the affairs and property of the Association and over its several officers, and shall generally do and perform all acts incident to the office of President, and shall have such additional powers and duties as may from time to time be assigned to him or her by the Board. When authorized by the Board, the President may sign and execute, in the name of the Association, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association. The President begins his or her term one year after serving as President-Elect, and he or she takes office following the annual meeting.

Section 6. *The President-Elect.* The President-Elect, at the request of the President, or in the President's absence or disability, shall perform all the duties of the President subject to all the restrictions upon the President. When authorized by the Board, the President-Elect may also sign and execute, in the name of the Association, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other office or agent of the Association. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the Board or the President. The President-Elect serves for one year as the President-Elect, beginning after the annual meeting which follows his or her election.

Section 7. *The Treasurer.* The Board shall select a Treasurer and shall determine his or her compensation, if any. The Treasurer shall act under the supervision of the Board and have charge and custody of, and be responsible

for, all the funds of the Association and shall keep or cause to be kept and shall be responsible for the keeping of accurate and adequate records of the assets, liabilities, and transactions of the Association. He or she shall deposit all moneys and other valuable effects of the Association in the name of and to the credit of the Association in trust companies or other depositories as may be designated in the manner provided in Article VII, Sections 5 and 6. In general, he or she shall perform all duties incident to the Office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board or the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The expense of such bond shall be paid by the Association. The Office of Treasurer may be combined with any other office, as the Board may direct.

Section 8. *Executive Secretary.* The Board shall select an Executive Secretary and shall determine the length of service and compensation of the office holder. The Term of office is not to exceed five years, although he or she will be eligible for reappointment. The organization and management of the Secretariat shall be reviewed by the Board of Directors annually. The Executive Secretary is subject to removal as specified in Article IV, Section 9. The Executive Secretary shall be the chief administrative officer of the Association. It shall be his or her duty, under the direction of the Board, to oversee the affairs of the Association, to have responsibility for the continuing operations of the Association, to supervise the work of its committees, to assist in the formulation of policies and projects for submission to the Board of Directors, to execute the instructions of the President and the Board, and to perform such other duties as the President and the Board may direct.

ARTICLE VI. COMMITTEES

Section 1. *Executive Committee.* The Board may appoint an Executive Committee of Directors.

Section 2. *Nominating Committee.* The Nominating Committee shall be nominated at the Annual Meeting. The Board of Directors shall submit a list of at least eight names for five positions. Additional names may be proposed from the floor at the time of the Annual Meeting. The nominating committee shall be elected by a mail ballot before the Annual Meeting and under the supervision of the Executive Secretary. The five candidates receiving the highest number of votes shall be elected. The Executive Secretary shall serve as the non-voting chair of the Nominating Committee. The elected Nominating Committee shall proceed in the manner described in Article V, Section 2.

Section 3. *Annual Meeting Program Committee.* Members of the Program Committee shall be appointed by the Board after it hears the recommendations of the Program Chair designate. They shall serve from the date of their appointment until the close of the official program of the Annual Meeting for which they are responsible. All panels, plenary sessions, or other aspects of the official program for the Annual Meeting shall be organized under the direction of the Program Committee, and no panels shall be allotted as a bloc to any person or group of persons outside the Committee. Only programs organized and approved under the direct control of the Program Committee shall be printed in the official program, except when the Board, on the recommendation of the Program Committee, decides otherwise. Nothing in this rule shall be construed to prohibit or restrain the Association's policy of, where feasible, making meeting rooms available and

assisting in the announcement of special meetings organized to serve the purpose of the Association or its members.

Section 4. *Ethics Committee.* The Ethics Committee shall consist of five persons: two members of the Board of Directors, and three members-at-large appointed by the Board. One of the members of the Board shall be the Chair. Term of office shall normally be three years. The Committee shall be concerned with ethical issues which affect teaching and research in Middle East studies, and shall report annually to the Board of Directors.

Section 5. *Publications Committee.* The Publications Committee shall consist of five persons: the Editor of the *International Journal of Middle East Studies*, the Editor of the *MESA Bulletin*, one elected member of the Board of Directors appointed by the Board, and two members-at-large appointed by the Board. The Editors of the two journals continue to serve on the Committee as long as they hold their editorial positions, the members-at-large serve for a period of three years, and the Member of the Board serves for two or three years, depending upon his or her tenure on the Board. The Member of the Board other than the editors of *IJMES* and the *MESA Bulletin* shall be the Chair. The Committee shall coordinate and review the publication activities of the Association, and report annually to the Board of Directors.

Section 6. *Other Committees.* The Board may constitute such other committees of Directors, officers, employees, members, or other persons, with such functions, powers, and duties as the Board shall provide. Each such committee shall enact rules and regulations for its government. The names of the members of each committee and their terms of office shall be made known to the members at least annually.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. *Offices.* The Board may establish, from time to time, and in addition to the location of the Secretariat, one or more offices of the Association at any place or places and may maintain such office or offices for such period of periods of time as it may deem expedient.

Section 2. *Fiscal Year and Audit.* The fiscal year of the Association shall end on December 31 in each year. There shall be an annual audit of the Association, the result of which shall be reported to the members.

Section 3. *Execution of Contracts.* The Board may authorize any officer, employee, or agent, in the name of and on behalf of the Association, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instance, and the Board may provide for such officer, employee or agent to delegate such authority to other officers, employees, or agents.

Section 4. *Loans.* No loan shall be contracted on behalf of the Association unless authorized by the Board.

Section 5. *Commercial Paper.* All checks, drafts and other orders for the payment of money out of the funds of the Association, and all notes or evidences of indebtedness of the Association shall be executed on behalf of the Association by such officer or officers or employee or employees as may be determined by resolution of the Board, or by designation of an officer or officers to whom such power of designation shall have been conferred by the Board.

Section 6. *Deposits.* All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such

banks, trust companies, or other depositories as the Board may from time to time select, or as may be selected by any officer or employee of the Association to whom such power may from time to time be delegated by the Board (or by an officer or officers to whom such power of designation shall have been conferred by the Board), who may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the Association.

Section 7. Notices. Except as may otherwise be required by law, any notice required to be given under these Bylaws shall be in writing and signed by the President or the Executive Secretary, and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last post office address appearing on the records of the Association, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given under these Bylaws may be waived by the person entitled thereto in writing (including telegraph, cable, radio, or wireless), whether before or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.

Section 8. Affiliated Organizations. Organizations having a scholarly interest in the Middle East and whose memberships include a substantial number of members of the Association may be affiliated with the Association. Affiliation is subject to acceptance by the Board of Directors, and affiliations shall be subject to review every third year. Affiliated organizations may meet under the ægis of the association at the annual meeting, and participate in the program of the annual meeting, subject to approval and scheduling by the Program Committee of the Annual Meeting.

ARTICLE VIII. AMENDMENT OF BYLAWS

Amendments to these Bylaws may be proposed by (1) The Board of Directors or (2) by petitions signed by fifty voting members in good standing. All amendments shall be governed by the regulations contained in Article III, Sections 4 and 5, except that amendments must have a two-thirds majority of those voting.