

## North American Kant Society

### Constitution

Adopted at State College, Pennsylvania, Sept. 10 1985; amended St. Louis, May 1, 1986, at New Orleans, April 26, 1989, and by electronic ballot of the membership in 2019 and 2020.

### Article I

Name. The name of this organization shall be the North American Kant Society.

### Article II

Purpose. The purpose of this organization is to further the study of the works of Immanuel Kant.

### Article III

Membership. Membership is open to anyone with a scholarly interest in the works of Immanuel Kant.

### Article IV

Officers. The elected officers of this organization are a President who shall act as Executive Secretary, a Vice-President, and a Treasurer. They must be members of the Society. The terms of the President and Vice President are three years, beginning July 1 or as soon thereafter as the elected candidate is prepared to accept and assume the position. The Vice President does not succeed automatically to the office of President, but may be nominated and elected for that position. The term of the Treasurer is five years. These officers shall comprise the Executive Committee; the Board of Trustees will be available for consultation by the Committee. Other officers may be appointed by the Executive Committee in consultation with the Board of Trustees.

### Article V

Board of Trustees. The Board shall consist of ten members, and shall establish its own offices as it sees fit. When Board members step down, they may become emeritus members of the Board at their request; these emeritus members will not be counted in the total of Board members. The Chair of the Board of Trustees will be appointed by the Board and will serve as liaison between the Board and the Executive Committee. The term of service for a Trustee is ten years; the term of service for a Chair of the Board is six years, subsequent to a full or partial term of service as a member of the Board of Trustees. Board members and the Chair of the Board may serve repeated terms if re-elected or re-appointed.

### Article VI

Elections. The Executive Committee shall issue a call for nominations through the newsletter prior to the expiration of a term of office. These nominations, together with the recommendations of the Board of Trustees, shall be submitted to the membership through the newsletter. Election shall be by electronic ballot of the entire membership. Terms of Officers and of Board members shall be deemed to expire July 1 of the appropriate calendar year after their original election. If an office becomes vacant before the expiration of a term, the remaining members of the Executive Committee, i.e., the remaining officers, in consultation with the Board of Trustees, shall appoint a new officer or Board member to fill the vacancy until nomination and election for the unexpired portion of the term can be held. Election is by majority vote of a quorum (20% or more) of members returning the electronic ballot. If no candidate receives a majority, a run-off election between the two top candidates for each position shall be held by electronic ballot as soon as possible. If the voting members do not constitute a quorum, elections will be decided by a majority vote of the Board of Trustees.

## Article VII

### Duties of Executive Committee Officers and of the Board of Trustees

- A. Executive Committee: 1. The President, acting as Executive Secretary, shall preside at all meetings of the Society and at Executive Committee meetings, and shall execute the decisions of the Society in consultation with the Board of Trustees. 2. The Vice-President shall perform the President's functions in the President's absence or if the office becomes vacant, and shall chair the Program Committee. 3. The Treasurer shall collect dues and oversee disbursements of the Society, and report to the membership once per year in the Society newsletter. In case of the President's and Vice President's incapacity or absence, the Treasurer shall perform their duties until a successor is elected or appointed. 4. Appointed officers shall have such duties as specified in their appointment. 5. The Executive Committee shall nominate candidates for the Board of Trustees when insufficient nominations have been received from the membership or when requested by the Board, and submit these to the membership in accordance with election procedure.
- B. Board of Trustees: 1. The Board shall nominate candidates for Executive Committee offices and, if insufficient nominations have been received from the membership, for new members of the Board, prior to the expiration of a term or upon the occurrence of a vacancy, and shall submit these nominations to the membership in accordance with election procedure. 2. The Board may remove an elected or appointed officer from the Executive Committee by a two-thirds majority vote, provided ample notice and opportunity to respond is given. It must then appoint a replacement for the officer removed to serve until nomination and election to the unexpired term can occur in accordance with election procedure. 3. Trustees, i.e., members of the Board, must be willing to serve on the Society's prize and program committees. 4. The Board will establish all long-term policies of the Society. Proposals for new policies or changes to policy will be submitted by the Executive Committee to the Board, and will be adopted only if approved by a simple majority of the Board.

## Article VIII

## Meetings.

1. The Society shall hold a general business meeting once every two years, at the NAKS Biennial conference. Should the Biennial conference not be held two years after the previous Biennial conference, the Executive Committee will if possible hold a replacement meeting in conjunction with the International Kant Kongress or a meeting of the American Philosophical Association. In addition, other meetings may be called by the Executive Committee, provided adequate notice is given to the membership.
2. The President will appoint a local arrangements chair (host) for the Biennial meeting, who also shall serve as Program Chair for that conference.

## Article IX

Committees. There shall be the following standing committees; 1. The Executive Committee shall consist of the officers of the Society. The President shall serve as chair of the Executive Committee. The duties of the Executive Committee are to execute the policies of the Society in accordance with this Constitution. 2. The Program Committee shall consist of the President and Vice President of the society. The Vice-President shall serve as chair of the Program Committee. The duties of the Program Committee are to organize the Society's sessions at meetings of the three Divisions of the American Philosophical Association, invite requests for sponsorship of programs, and to appoint ad hoc committees to organize the programs it approves. 3. Other standing and ad hoc committees may be established by the Executive Committee as circumstances require.

## Article X

### Amendments.

Proposed amendments to the articles of this constitution may be considered in two ways. 1) Proposals may be submitted to the Executive Committee for consideration. The Executive Committee will then submit any proposed amendment, together with its recommendation, to the Board of Trustees. If approved by a simple majority of the Board, the proposed amendment shall be presented for discussion at the next regular business meeting. Ratification shall be by the entire membership through electronic ballot as soon as possible after this business meeting, and shall be adopted if approved by a two-thirds vote of those returning the ballot. 2) On petition of ten percent of the membership, a proposed amendment shall be submitted for discussion at the next regular business meeting, and on approval of a simple majority of those present and voting shall be submitted by electronic ballot to the entire membership, regardless of whether it has been approved by the Executive Committee and the Board of Trustees, and shall be adopted if approved by two-thirds of those returning the ballot. Proposals for adding, amending or removing by-laws may be made at the business meeting; if approved by a simple majority, they shall be submitted to the entire membership by electronic ballot, and shall be adopted if approved by a simple majority of those returning the ballot.

## Article XI

Regional study groups. The President may, upon approval of the Board of Trustees, authorize the organization of regional study groups within the North American Kant Society and may appoint (a) regional chair(s) to organize the annual meetings of that study group. Regional study groups may set their own rules and program procedures, except that all members of the Society must be allowed to attend all meetings of any study group, and all officers of the study groups must be members of the Society. Any group using the name of NAKS must go through this procedure.

### By-laws

1. Dues. Annual membership dues shall be in accord with the dues schedule published on the North American Kant Society website and in the North American Kant Society newsletter. Annual dues will be set by the Executive Committee of the Society, subject to approval by the Board of Trustees.
2. Bibliographer. Each newly-elected Executive Committee may appoint a Bibliographer to serve at its pleasure as liaison with Kant-Studien and the Kant-Gesellschaft, and to coordinate the Society's activity in any matters involving book reviews, translations, monograph series or other publications.
3. Newsletter. The Executive Committee shall publish a regular bulletin or newsletter informing the membership of its actions and reporting events of interest to Kant scholars.
4. Online resources. The Executive Committee shall maintain a website to inform the membership and the larger public of the Society's activities.
5. The currently serving President and Vice President will agree how to allocate between them the duties of editing the newsletter, maintaining the website, organizing APA sessions, and so forth.
6. Meetings. The Executive Committee and Board of Trustees will conduct meetings primarily by electronic means. The President or the Chair of the Board of Trustees may call for a formal vote on matters so discussed, stating the question formally and specifying a date for response. The result shall be communicated to all officers and members of the Board.
7. Board Elections. Except in the case of an unanticipated vacancy on the Board, Board members will be elected on a rotating basis: every two years, two members will step down or agree to run for a second term, and two new Board members will be elected to replace them.