

Caribbean Studies Association

CONSTITUTION & BYLAWS

CONSTITUTION OF THE CARIBBEAN STUDIES ASSOCIATION*

Preamble

This Constitution sets forth the fundamental principles and basic organizational structure of the Caribbean Studies Association, hereafter referred to as CSA.

CSA is an independent professional society of interdisciplinary orientation and international membership. Its primary aim is to foster contact, communication and cooperation among scholars, professionals and other persons interested in the study of Caribbean affairs and concerned about the realities and aspirations of the Caribbean peoples.

Article I

Name

The official name of this institution is Caribbean Studies Association, Inc.

Article II

Purposes

1. To promote closer contact, communication and collaboration among its members by encouraging, sponsoring, organizing, supporting and carrying out appropriate activities, particularly an annual conference organized around themes of significance to the Caribbean's past, present or future;
2. To facilitate the exchange and diffusion of knowledge and information about Caribbean affairs among its members and between them and other individuals and institutions;
3. To stimulate and strengthen Caribbean studies through research, writing and teaching;
4. To establish and maintain contact and cooperation with other institutions and individuals within and outside the Caribbean area whose interests and aims are compatible with those of CSA; and
5. To contribute to the expansion of the CSA's influence, in regard to Caribbean policy issues.

Article III

Membership

1. Membership in CSA shall be open to any person actively interested or engaged in study, research, writing or teaching, and in the advancement of knowledge about Caribbean affairs.
2. Membership in CSA is established by payment of annual dues on a calendar year basis, from January through December. A member in good standing is one who has paid the specified dues for the current year. Only members in good standing can vote and are eligible for election or appointment as officers.

* Revised-1977; 1980; 1986, all approved by council, by the annual business meeting, and all passed by a majority of the members of CSA voting in a referendum. Revisions of the Constitution and bylaws were proposed by council and by majority vote during the business meeting at the CSA annual conference in Mérida, México, May 1994; they were submitted to the membership for ratification via mail ballot and passed May 16, 1995.

3. Members in good standing are entitled to receive free of charge the Caribbean Studies Newsletter, official organ of CSA, and other publications of CSA with or without charge, as applicable. They shall also have the right, upon payment of the required registration fee, to participate in the annual conference and in the annual membership meeting.
4. Membership in CSA is open to individuals only. Institutions, however, may subscribe to the newsletter at the established institutional subscription rate.
5. Academic professional organizations, whose interests and aims are compatible with those of the CSA, are eligible to become associate institutional members, at no charge, on a reciprocal basis, by means of an exchange of letters; nonacademic multilateral organizations, as well as universities, may become associate institutional members on the basis of special annual fees. Each CSA past president shall be designated an honorary life member of CSA, upon completion of his or her term of office.
6. At its discretion, the Executive Council may alter the payment schedule, reduce or waive without prejudice the membership fees of individuals with extraordinary financial hardship issues.

Article IV

The Executive Council and Officers

1. *Officers*: CSA's elected officers shall be the president and the vice president. No officer may be a student.
2. *Ex officio council members*: The immediate past president shall be an *ex officio* member of the council with rights and duties equal to other members.
3. *Elected council members*: Its council shall also include six (6) council additional elected members, one of which should be a graduate student at time of election.
 - a. The terms of office for the president and vice president shall be for one year.
 - b. Each of the six (6) elected council members will have a two-year term of office, with the possibility of only one additional consecutive term.
 - c. Terms of office shall commence and terminate at the close of the annual membership meeting, regardless of the calendar period elapsed between meetings.
 - d. The president is not eligible for re-election.
 - e. All other elected council members are eligible for successive re-elections but none may serve more than two (2) consecutive terms at a time.
4. *Appointed council members*: The appointed officers of CSA are the secretary, treasurer, editor of the newsletter and the chairperson of the conference program committee. They shall be chosen by the council and be responsible to it.
 - a. The secretary and treasurer shall be appointed for a three (3) year term. He/she shall be eligible for appointment to a second term, or the initial appointment may be extended for additional periods of one year or less as determined by the council;

- b. The newsletter editor shall be appointed for an indefinite term subject to annual review by the Executive Council and reconfirmation at the time of the annual conference;
 - c. The chairperson of the conference program committee shall be appointed for a period of about one year, ending with the annual conference.
5. *Voting rights:* All thirteen (13) members of the executive council (elected and appointed) shall have the right to vote, but the appointed positions (secretary, treasurer, program chair, newsletter editor) shall each have one vote only, even when two or more officers share the position.

Article V

Duties of Officers

1. *President.* The president is CSA's chief executive officer and its principal representative and spokesman before other institutions, groups or individuals. The president shall convene and preside over council meetings and the annual membership meeting. He/she shall recommend a bi-annual organization budget to the council and oversee CSA's administrative, financial and other business. In the discharge of his/her duties, the president shall seek the views and advice of the council and any staff CSA may have, particularly on matters involving present or future commitments of CSA.
2. *Vice President.* The vice president is president-elect and automatically succeeds to the presidency. He/She shall seek and propose to the council a site and program chairperson for the annual conference to be held under his/her presidency, and shall assume such duties as the president and the council shall determine or delegate.
3. *Secretary.* The secretary shall keep CSA's official records. In performing his/her duties, the secretary will work closely with the president, the council, and any staff CSA may have.
4. *Treasurer.* The treasurer has primary responsibility for CSA's financial affairs. He/she shall be responsible for CSA's funds. In performing his/her duties, the treasurer will work closely with the president, the council, and any staff CSA may have.
5. *Newsletter Editor.* The newsletter editor is responsible for preparing and distributing the quarterly Caribbean Studies Newsletter.
6. *Conference Program Chair.* The annual conference program committee chairperson will organize the academic program and extracurricular activities at the annual conference. He/she shall choose panel chairpersons and keynote speakers for plenary sessions and shall designate a local committee to assist with local arrangements. In carrying out his/her duties, the chairperson shall work closely with the president, the treasurer, and any staff CSA may have.

Article VI

1. *The Executive Council:* The council serves as the chief governing authority of CSA and shall manage the affairs of CSA in accord with law of its incorporated jurisdictions as well as these bylaws of CSA. The council shall have all the powers and duties necessary for the administration of the affairs of CSA. Only the council, acting as a whole or as delegated to an executive committee, may exercise the powers of the board of directors as defined by its incorporated jurisdictions. As such, the council shall take actions necessary to the ongoing operation and well-being of CSA. It shall consist of the president, the vice president, secretary, treasurer, the six (6) elected members, the newsletter editor, the chairperson of the conference program committee, and the immediate past president.

2. *Meetings*: The council shall meet at least twice a year in conjunction with the annual conference, and the president may call special meetings as necessary.
3. *Quorum and action*: Seven (6) members of the council, including the president or, in his absence, the vice president as presiding officer, shall constitute a quorum at council meetings. Council decisions shall be adopted by a simple majority of those members present and voting, *except as stipulated in Section 4 of this Article*.
4. *Extraordinary measures*: Extraordinary measures, such as removal of officers or other important actions as determined by the council, shall require a two-thirds majority of all council members, whether meeting as a body or by referendum. The determination of what constitutes an extraordinary measure shall also require a two-thirds majority.
5. *Duties*: The principal duties of the council are:
 - a. To formulate the basic philosophy and general operational policies and procedures of CSA and to orient the pursuit of its aims and objectives;
 - b. To approve the annual budget, set dues, authorize expenditures, and regulate the management of CSA's financial affairs;
 - c. To choose the newsletter editor and the conference program chairperson;
 - d. To choose the secretary;
 - e. To choose the treasurer;
 - f. To select the sites, dates, and themes for the annual conference; and
 - g. To act as nominations committee for annual elections or form the basic nucleus thereof.
6. *Vacancies*: The council shall fill its own vacancies, either by appointment or election, except in the case of the president and vice president, unless vacancies occur simultaneously in these two offices, *in which case the provisions of Article VIII of this Constitution shall apply*.
7. *Review*: As appropriate, decisions and actions of the council shall be subject to review by the annual membership meeting.

Article VII

Annual Conference and Annual Membership Meeting

1. CSA shall hold an annual conference and annual membership meeting. At the discretion of the council, the conference may be co-hosted or co-sponsored by one or more *bona fide*, preferably educational, local institutions in the country where the conference takes place.
2. The annual membership meeting, to be held in conjunction with the annual conference, shall receive and consider reports and proposed resolutions from the council or from standing or special committees, entertain individual or collective motions from the chair or the floor, and consider other business pertinent to the work of CSA. Decisions made and resolutions adopted at the annual membership meeting shall constitute the official policies or views of CSA, documentation of which shall be the responsibility of the secretary.

3. Measures considered by the annual membership meeting shall require a simple majority of those members in good standing present and voting. Fifty (50) members shall constitute a quorum at the annual membership meeting.

Article VIII

Succession

1. In the event the president vacates his/her office, the vice president shall immediately take office.
2. In the event the president and vice president simultaneously vacate their offices, the secretary, acting as president *pro tempore*, shall immediately notify all council members of this fact and call an emergency session of the council within fifteen (15) days. While in emergency session, whether meeting together or through formal consultation by the most expeditious means available, the council in writing shall appoint one of its elected members acting president. Such appointment shall require the affirmative vote of at least six (6) council members.
3. If the balance of the unexpired term of the president and the vice president is six months or more, an election shall be called within thirty (30) days of the council meeting (or decision) to fill both vacancies.
4. If the unexpired balance is less than six months, the acting president shall serve in that capacity until a new president is elected and takes office. In the latter case, the acting president shall direct the council acting as nominations committee to proceed with the arrangements for a general election to choose all the officers for the coming year.

Article IX

Resignation of Officers

1. An officer may resign his position by notifying the president in writing (by email or fax) with a copy to all council members.
2. Resignations of council members shall be considered by the president and, if accepted, will be effective on the date of the receipt of the resignation.
3. Resignations of the president or vice president shall be considered and acted upon by the council.
4. Should both the president and vice president resign at the same time, the council shall proceed *in accordance with the provisions of Article VIII of this Constitution*.

Article X

Removal of Officers

1. Proceedings for removal of officers of CSA may be initiated by the president and/or by one-third of the elected council members when they believe such removal is justified and in the best interests of CSA.
2. The officer undergoing removal proceedings shall be afforded adequate opportunity for a hearing before the council, whether in person or in writing.
3. A two-thirds majority vote of all council members shall be required for removal.

Article XI

Emblem

The official emblem of CSA is the logo printed on the cover page of the newsletter. This emblem shall be used, to the extent possible, on all official correspondence and documents of CSA.

Article XII

Offices / Secretariat

The principal office of CSA shall be located at such address as the council shall designate.

Article XIII

Amendments

1. Amendments to this Constitution may be proposed by two-thirds of all council members and submitted to the membership for ratification via the CSA website.
2. Ratification shall be by a majority of members of CSA voting.
3. Amendments may also be proposed by a majority vote at the annual membership meeting or by petition of at least twenty (20) members in good standing.
4. Unless otherwise specified in the amendments, they shall take effect immediately upon ratification.

Article XIV

Bylaws

1. The council shall prepare and approve bylaws consistent with this Constitution to elaborate as necessary on substantive or procedural aspects relative to the conduct CSA business.
2. The bylaws shall become effective upon ratification by a majority of the members of CSA voting in a referendum.

Article XV

Ratification

This Constitution, revised and approved by the council at the 5th annual meeting and conference in Curaçao on May 9, 1980, shall become effective upon ratification by a majority of the members of CSA voting in a referendum.

BYLAWS OF THE CARIBBEAN STUDIES ASSOCIATION

These bylaws are promulgated *pursuant to Article XIV of the Constitution* of the Caribbean Studies Association.

Article I

Elections and Nominations

1. General elections:
 - a. CSA shall hold an annual general election to choose the vice president, secretary, treasurer, and six (6) council members for the terms specified in the Constitution.
 - b. The general election shall be held sufficiently in advance of the annual membership meeting. The actual dates of commencement and completion of the electoral process shall be proposed by the president and approved by the council.

2. Nominations:

- a. Pursuant to *Article V of these bylaws*, the nominations committee shall be composed of the president, the vice president, the secretary, the treasurer and all other appointed council members who accept to form part of it at the invitation of the president. The president of CSA shall preside over the nominations committee and the secretary shall serve as its secretary.
 - i. The president, in consultation with the council, may invite one or more members of CSA in good standing to serve on the nominations committee. The nominations committee shall always be odd-numbered.
 - ii. The nominations committee shall determine how many of its members shall constitute a quorum at meetings and a majority for voting purposes.
- b. Subject to modification by the nominations committee at its own discretion, the nominations committee shall canvass the elected council members who have served less than two consecutive terms to ascertain their willingness to stand for re-election; those willing shall be considered candidates. The nominations committee shall also propose candidates from among the general membership.
 - i. Each member of the nominations committee may propose no more than one (1) nominee for vice president and no more than three (3) for the council.
 - ii. Only members of CSA in good standing *as defined in Article III, Section 2 of the Constitution* shall be eligible to stand for office.
 - iii. All eligible nominees will be asked whether they are willing to stand for election and to serve if elected. All those accepting shall be considered candidates and their names entered on the official ballot.
 - iv. In addition to candidates chosen by the nominations committee, individual members may propose candidates by submitting to the nominations committee petitions signed by five (5) members who have been in good standing for at least five (5) years. The names of candidates thus nominated shall be entered on the official ballot.
- c. In the selection of candidates, the nominations committee shall endeavor to present a balanced slate, with due consideration given to the diverse perspectives that come from disciplinary and geographic diversity, sex and racial or ethnic origin of candidates. It shall also take into account worthy services or contributions of nominees, as well as their leadership potential.
- d. In his/her capacity as secretary of the nominations committee, the secretary of CSA shall prepare the official ballot. The secretary of CSA shall post the nominations on the CSA website and the ballots shall be distributed at the registration desk during the annual conference, or via electronic delivery. The official ballot shall bear an identifying mark on the reverse side and ballots not so identified shall be considered void.

3. Tabulation and outcome:

- a. Returned ballots shall be counted and adjudicated by a ballot tabulation committee appointed by the president; its members may or may not be members of CSA. The tabulation committee shall render to the president a report signed by all its members certifying the

election results. Voted ballots shall be kept by the secretary until the following election is held and its results known.

- b. The candidate for vice president receiving the highest number of votes shall be declared elected.
 - c. The nominated candidates for the council receiving the highest number of votes shall be declared elected. Should an elected council member resign or decline to serve before assuming office, the candidate receiving the next highest number of votes shall be declared elected to fill that seat. The same procedure shall be followed in the case of other such vacancies.
4. *Vacancies:* Vacancies occurring after the elected person takes office shall be filled by the council *as stipulated in Article VI, Section 6 of the Constitution.*
 5. *Notification:* The president shall notify all council members and the newly elected officers of the election results as promptly as possible after receiving the report of the tabulation committee. The results will be announced to the membership in CSA's newsletter and through its official Web presence.

Article II

Staffing

The council may appoint and employ either an administrator to support the work of the council and CSA or an executive director to serve as the chief executive officer of CSA. Either would hold office at the council's discretion. Appointment and/or reappointment of either shall be contingent upon the financial state of CSA and annual performance evaluations.

Article III

Financial Matters

1. Primary responsibility for CSA's financial affairs shall reside in the treasurer, who shall work under the general guidance of the council and in conjunction with any staff CSA may have. While day to day management of these affairs may be delegated to CSA staff as appropriate, oversight may not be delegated.
2. The treasurer shall:
 - a. Receive and deposit all funds coming to CSA and keep current records of all receipts and disbursements. All CSA funds shall be deposited in a savings account at the highest obtainable interest rate. A separate checking account shall be kept and funds will be transferred from the savings account as necessary to cover current expenses.
 - b. Prepare a draft annual budget in coordination with the finance committee, any staff CSA may have and, the president who shall submit it to the council for approval.
 - c. Prepare an annual financial report detailing income and expenditures and describing the general financial situation; the report shall be presented to the council at the annual conference. Also, he/she shall prepare other financial reports as required.
 - d. Arrange to have CSA's books audited by an outside auditor at least once every three years.

- e. Collect annual dues and other fees and payments from members. Dues statements will be sent to the membership in January of each year. At least two reminders will be sent to those members who fail to respond to the initial statement.
- f. Make all disbursements for authorized expenditures for ordinary CSA expenses. Expenditures exceeding the sum of U.S. \$1,000 shall require the President's prior approval.
- g. Reimburse CSA members upon presentation of receipts or other *bona fide* evidence of expenses, for authorized expenses incurred in official CSA business. Requests for reimbursement will be itemized and submitted under the requester's signature.

Article IV

Annual Conference and Membership meeting

- 1. The general guidelines for the organization and conduct of business, including voting procedures, at the annual conference and at the annual membership meeting *are contained in Article VII of the Constitution.*
- 2. The agenda for the membership meeting shall be prepared by the president and approved by the council. Members wishing to propose agenda items may do so by submitting them to the president no later than thirty (30) days before the opening of the conference.
- 3. The official conference program shall be distributed to all persons registered for the conference.
- 4. Except as otherwise stipulated in *the pertinent Articles of the Constitution*, all ordinary business of CSA shall be transacted by simple majority of those present at the Annual Membership Meeting and voting.

Article V

Committees

- 1. *Standing committees.* The standing committees of CSA are the finance committee, the nominations committee, and the conference program committee.
- 2. *Advisory groups.* The council, or the president with the advice of the council, may appoint special advisory groups as necessary. An ad hoc committee of CSA ex-presidents may be established to advise on matters of fund-raising and recruitment.
- 3. *Special committees.* The council, or the president with the advice of the council, may appoint special committees as necessary.
- 4. *Task Forces.* The council shall have the option of naming *ad hoc* task forces to work on current policy issues and report their findings to the council and the membership.
 - a. By majority vote the council shall name the task force, with a specific charge and a specific length of time for its existence.
 - b. The president shall appoint the chairperson and the members of each task force.
 - c. The findings of each task force shall be reported to the membership at the annual membership meeting and in the Caribbean Studies Newsletter.

Article VI
Resolutions

1. Proposed resolutions, limited to 100 words, shall be submitted to the secretary at least thirty (30) days prior to the annual membership meeting.
2. Each proposed resolution shall deal with only one issue.
3. Each proposed resolution shall be a statement of general principle, which can be illustrated as appropriate, or be referenced to specific cases, events, or circumstances.
4. Each proposed resolution shall be signed by at least five (5) CSA members in good standing, one of whom shall be designated by the proposing group as its spokesperson and contact person, to facilitate communication with the secretary and the committee on resolutions.
5. The Council shall study each proposed resolution and shall make recommendations on each proposal to the membership at the annual membership meeting.
6. In light of discussions on the proposed resolution, and in consultation with the proponents of the resolution, the committee on resolutions may revise and/or reformulate the proposed resolution.
7. The proposed resolution, in its final form, shall be submitted to the membership for ratification through ballot distributed at the registration desk at the conference.
8. A simple majority of those voting shall determine whether the proposed resolution has been adopted or rejected.
9. The result of such a balloting shall be reported to the membership in the Caribbean Studies Newsletter and through its official Web presence along with the text of the resolution voted upon.
10. Copies of resolutions approved by ballot of the CSA membership will be sent by the CSA secretary to the appropriate individuals and institutions. The Caribbean Studies Newsletter will publish approved resolutions.
11. Should unforeseen events preclude the use of normal resolution procedures, then *Sections 1. and 2. of this Article* only shall be abridged in the following manner:
 - a. The proposed resolution would be received by the secretary and sent directly to the council for discussion.
 - b. The principle of the resolution shall be submitted to the membership via email for approval.

Article VII
Honorary Membership

With the approval of the council, any person who has rendered outstanding service to CSA, or who has distinguished himself or herself in any area of Caribbean affairs, may be designated honorary member for one year or more, or granted life membership.

Article VIII

Working Groups

1. Members are encouraged to specify their interest in joining one or more disciplinary work groups, within discrete areas.
2. In order to form a working group, at least fifteen (15) CSA members should sign a request to the council, seeking such status. This request should include specific areas of interests, objectives, and activities to be undertaken.
3. Each working group should elect a coordinator for a two-year term by ballot, show of hands, or voice vote, during the annual conference of the CSA.
 - a. The coordinator shall facilitate continuous collaborative research and communication between working group members and contribute to the purposes of CSA, *as described in Article II of the Constitution.*
 - b. The coordinator shall also present annual activity reports to the council.
4. Working groups may only solicit funding from the treasurer, in the support of the group activities, in accordance with the established budget process.
5. Established working groups, which do not meet for two consecutive years, shall automatically be dissolved. For this purpose, a year shall be defined as the period between any two CSA annual conferences.

Article IX

Dissolution off CSA

1. The Caribbean Studies Association shall be considered dissolvable if its membership falls below twenty-five (25) members.
2. If CSA is dissolved, its assets on liquidation shall be distributed to one or more nonprofit institutions whose aims and objectives are compatible with those of CSA.

Article X

Amendments

Amendments to these bylaws may be proposed by two-thirds of all members of the council, by majority vote at the annual membership meeting or by petition of at least twenty (20) members in good standing. Ratification of amendments shall take place at the annual membership meeting and require a two-thirds majority present and in good standing.

Article XI

Ratification

These bylaws, revised and approved by the council at the 5th annual meeting and conference in Curaçao on May 9, 1980, became effective upon ratification by a majority of the members of CSA voting in a referendum in November 1980.

These bylaws, revised and approved by the council and by majority vote at the annual business meeting May 31, 1986, became effective upon ratification by a majority of the members of the organization voting in a referendum October 9, 1986.

These bylaws, revised and approved by the council and by majority vote during the annual business meeting at the 19th annual conference in Mérida, México in May 1994, has become effective May 16, 1995, upon ratification by a majority of the members of CSA voting *via* mail ballot.