

LACUS/ALCÉU, Inc.
Linguistic Association of Canada and the United States (LACUS)
Association de Linguistique du Canada et des États-Unis (ALCÉU)

Bylaws

LACUS/ALCÉU (hereinafter LACUS) is a not-for-profit educational and scientific organization incorporated in the State of Illinois for the purpose of promoting the scientific study of language. LACUS is organized exclusively for educational and scientific purposes under section 501(c)(3) of the United States Internal Revenue Code, or corresponding section of any future federal tax code of the United States of America. LACUS espouses an interdisciplinary philosophy, pursuing both theoretical and applied linguistics, and emphasizing no single theoretical bias. Its official languages are English, French, and Spanish.

ARTICLE I: OFFICES

LACUS maintains in the State of Illinois a registered office and a registered agent at such office, and may have other offices in Illinois or elsewhere.

ARTICLE II: MEMBERS

Section 1. *Classes of Members.* LACUS has four classes of members. The designation of such classes and the qualifications of the members of each such class is as follows:

- *Student Member.* Open to persons engaged in full time study leading to an undergraduate or graduate degree in the field of linguistics or a related discipline.
- *Professional Member.* Open to all other individuals engaged in or interested in the study of language.
- *Institutional Member.* Open to libraries, schools, and other institutions. Institutional Members are not voting members, and wherever these bylaws speak of members in the context of voting, institutional members are excluded.
- *Life Member.* Open to any professional member upon payment of the Life Membership Fee set by the board of directors.

Student Members, Professional Members, and Institutional Members are jointly termed *Sustaining Members*. Sustaining membership is for a term of one year and is renewable upon payment of the annual membership fee set for each class by the board of directors.

The board of directors may, at its discretion, elect *Honorary Life Members* in the organization. It may also from time to time elect *Honorary Professional Members* for a period of one year or more.

Section 2. *Attainment of Membership.* Membership is automatically granted and in effect upon receipt of an application from the prospective member, specifying the applicant's full name,

address, desired (appropriate) membership class, and (when relevant) institutional affiliation, along with full payment of the appropriate membership fee.

Section 3. *Voting Rights*. Each member in good standing is entitled to one vote on each matter submitted to a vote of the members. Each member in good standing is entitled to vote in the election of such officers of the organization as specified in Articles IV and V of these bylaws. Such election of officers shall take place by email ballot on or about July 15 of each year.

Section 4. *Termination of Membership*. The membership of any member is terminated when that member is in default in the payment of dues for the period fixed in Article X of these bylaws.

Section 5. *Resignation*. Any member may resign by filing a written resignation with the Secretary-Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay dues or other charges theretofore accrued and unpaid.

Section 6. *Reinstatement*. Upon written request signed by a former member and filed with the Secretary-Treasurer, the board of directors may vote to reinstate such former member to membership.

Section 7. *Transfer of Membership*. Except in the case of Institutional Members, membership in LACUS is not transferable or assignable.

Section 8. *No Membership Certificates*. No membership certificates are required.

ARTICLE III: MEETINGS OF MEMBERS

Section 1. *Annual Meeting*. An annual meeting of the members is held and is entitled the n-th LACUS Forum. Members are entitled to submit abstracts of scholarly papers which will be considered for presentation at the annual Forum. A revised and peer-reviewed selection of papers so presented shall appear annually in the published proceedings of the organization, entitled LACUS Forum N.

Section 2. *Business Meeting*. At the time of the annual meeting, the board of directors may call a business meeting of the members present for the transaction of such business as the board of directors deems appropriate. Any matter to be voted upon by the membership, however, including the election of officers, shall be submitted to the entire membership by email ballot.

Section 3. *Place of Meeting*. The board of directors may designate any place as the place of meeting for any annual meeting. Normally the place of meeting shall alternate between the United States and Canada.

Section 4. *Voting*. Each member entitled to vote in the affairs of LACUS as specified in Article II of these by laws shall receive an email ballot not less than ten nor more than forty-five days from the date ballots are due to be returned. On any issue requiring affirmation by the membership of a proposition duly recommended by the board of directors, all unreturned ballots

shall be counted as affirmative votes (cf. Article XII below). The election of directors and officers of the organization and any issue requiring a choice between two or more alternatives shall be decided by majority vote of all ballots returned by members in good standing unless otherwise specified by these bylaws.

Mail ballots for election of directors and officers shall list the candidates nominated by the nominating committee and shall have provisions for write-in votes for each office with an appropriate explanation. If ten percent or more of the ballots returned have the same name written in for any given office, there shall be a special run-off election for that office by email ballot. Write-in candidates must be LACUS members in good standing and must agree to run.

Section 5. *Petition by Members.* Upon petition by twenty per cent of the members in good standing, an email ballot is sent to the entire membership for a vote and comments on any issue which the board of directors shall deem to be consistent with the purposes and aims of LACUS.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. *General Powers.* The affairs of LACUS are managed by its board of directors.

Section 2. *Number, Tenure, and Qualifications.* All members of the board of directors must be members in good standing of LACUS. The members of the board of directors are of up to three classes, founding, regular, and officer. The founding directors shall consist initially of the seven directors identified as founding members at the end of these bylaws. A founding director shall continue to serve as long as he/she is a member of LACUS. No new founding directors are added to the board. Regular directors are nominated by the nominating committee and are elected by email ballot of the membership in good standing, as specified in Article II of these bylaws, two a year for terms of three years each, so that there are six regular directors at any one time. Each regular director shall hold office until a successor shall have been elected and taken office. The results of elections are announced to the membership at the annual Forum following the election and the newly elected directors take office at the close of the meeting. The president, the vice president (who is president-elect), the chair of the board, the program chair, the director of communication, the director of publications, and the secretary-treasurer of the organization are officer directors (see Article V below) during their terms of office. Founding, regular, and officer directors are voting members of the board of directors, but any officer director who is also a founding director shall have but one vote. If a regular director becomes an officer director, the position of regular director becomes vacant to be filled as provided in Section 6 below. The chair of the annual meeting organizing committee shall be an ex officio member of the board of directors, without vote, from the time of appointment through the time of the meeting. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section.

Section 3. *Regular Meetings.* A regular annual meeting of the board of directors shall be held immediately before or during, and at the same place as, the annual meeting of members.

Section 4. *Quorum.* A majority of the voting members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. Each member of the board of

directors is entitled to authorize another member of the board to act by proxy if that member is unable to attend a meeting of the board. No such proxy shall be valid after eleven months unless otherwise provided in the proxy.

Section 5. *Manner of Acting.* The act of a majority of the voting members of the board of directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute or these bylaws.

Section 6. *Vacancies.* Any vacancy occurring in the board of directors, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors unless a statute or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director appointed to fill a vacancy shall serve for the balance of the unexpired term.

Section 7. *Compensation.* Directors shall not receive any salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any director from serving LACUS in any other capacity and receiving reasonable compensation therefor.

ARTICLE V: OFFICERS

Section 1. *Officers.* All officers must be members in good standing of LACUS. The officers of LACUS are a president, a vice president/president-elect, a board chair, a director of publications, a program chair, a director of communication, and a secretary-treasurer, plus such other officers as may from time to time be designated by the board of directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed from time to time by the board of directors.

Section 2. *Election and Term of Office.* The president and vice president/president-elect are nominated annually by the nominating committee, and shall be elected by majority vote of the membership in good standing and voting, as specified in Article III of these bylaws. The board chair, the program director, the secretary-treasurer, the director of communication, and the director of publications are elected for terms of three years by the board of directors from among the membership of LACUS at the regular annual meeting of the board of directors. Such other officers as may be designated by the board of directors shall be elected annually by the board of directors. Vacancies in any office may be filled by the board of directors as they occur. Each officer shall hold office until a successor shall have been duly elected and qualified, and announcement thereof made to the membership or until death or resignation or removal in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3. *Removal.* Any founding director or any officer elected or appointed by the board of directors may be removed by a two thirds majority vote of the board of directors whenever in its judgment the best interests of LACUS would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer elected by the membership at large can only be removed from office by two thirds majority vote of the

entire membership in good standing. Such balloting may be instituted by the board of directors or upon petition of twenty per cent of the members in good standing.

Section 4. *President.* The president shall be an established scholar in the field of linguistics or a related discipline. The president shall give the annual presidential address at the LACUS forum at the end of the year in office, shall be an officer director with full voting rights during the year in office, and shall preside at all meetings of the members.

Section 5. *Vice President/President-Elect.* The vice president/president-elect shall be an established scholar in the field of linguistics or a related discipline. The vice president/president-elect shall assist the president in the discharge of duties as the president may direct and shall perform such other duties as from time to time may be assigned by the president or by the board of directors. In the absence of the president or in the event of the president's inability or refusal to act, the vice president/president-elect shall perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president/president-elect shall be an officer director with full voting rights during the year in office.

Section 6. *Chair of the Board of Directors.* The chair of the board of directors shall be the principal executive officer of LACUS. The duties of this officer are as follows: to be in charge of the business and affairs of LACUS; to see that the resolutions and directives of the board of directors are carried into effect, except in those instances in which that responsibility is assigned to some other person by the board of directors; to execute for LACUS any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, either under or without the seal of LACUS and either individually or with the secretary-treasurer or any other officer thereunto authorized by the board of directors according to the requirements of the form of the instruments, except in those instances in which the authority to execute is expressly delegated to another officer or agent of LACUS or a different mode of execution is expressly prescribed by the board of directors or these bylaws; to negotiate contracts and see to it that contractual obligations are met; to preside at all meetings of the board of directors; to lead the board in long-range planning; to facilitate activities of the board during periods between board meetings; to prepare the agenda for the board meetings in consultation with the secretary-treasurer; to receive reports addressed to the board of directors; to supervise the updating of statements of policies and procedures by the secretary-treasurer to reflect board decisions; and to report at board meetings the activities that the board has undertaken since the last meeting. The chair shall be an officer director with full voting rights.

Section 7. *Secretary-Treasurer.* The secretary-treasurer is the principal accounting and financial officer of LACUS. The duties of the secretary-treasurer are to (a) have charge of and be responsible for the maintenance of adequate books of account for LACUS; (b) have charge and custody of all funds and securities of LACUS, and be responsible therefor, and for the receipt and disbursement thereof; (c) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (d) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (e) be custodian of the corporate records and of the seal of LACUS; (f) construct and maintain an up-to-date manual of policies and procedures of LACUS, under the direction of the board, to be kept

as part of the corporate records along with the minutes; (g) keep a register of the email address and, when appropriate, of the institutional affiliation of each member which shall be furnished to the secretary-treasurer by such member; and (h) perform all duties incident to the office of secretary-treasurer and such other duties as from time to time may be assigned by the chair or by the board of directors. The secretary-treasurer shall be an officer director with full voting rights.

Section 8. *Other Officers.* The duties and responsibilities of the Program Chair, the Director of Communication, and the Director of Publications are designated and assigned by the board of directors.

ARTICLE VI: COMMITTEES

Section 1. *Committees of Directors.* The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of LACUS; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed by law.

Section 2. *Standing Committees.* The board of directors may designate by resolution adopted by a majority of the voting members of the board of directors present at a meeting at which a quorum is present, or by a majority vote by email or of the voting members if the board of directors, one or more standing committees to advise the board and assist the program director, the director of publications, and the secretary-treasurer in their duties. A standing committee shall consist of two directors, one of whom shall serve as chair; at least two members in good standing from the general membership; and the chair and the secretary-treasurer as ex officio members. Committee members are appointed by the board of directors for one year and may be reappointed. Each standing committee shall submit to the chair of the board of directors a written annual report in time for it to be distributed to all the members of the board of directors at least one month before or at the annual meeting.

Section 3. *Nominating Committee.* At its regular annual meeting the board of directors shall designate four members of LACUS to serve as a nominating committee for the following year. At least one member of the nominating committee shall be a member of the board of directors and shall serve as chair of the committee. The duties of the nominating committee shall consist of nominating two members of LACUS for the three-year term of regular director. The nominating committee shall also nominate members of LACUS to serve as president and vice president/president-elect of the organization in accordance with Article V of these bylaws.

Section 4. *Annual Meeting Organizing Committee.* At its annual meeting, the board of directors shall select a site for the following year's annual meeting, and shall designate one member of LACUS to act as chair of the annual meeting organizing committee at the meeting site. Such local organizer may select other members of LACUS to assist in making local arrangements, and any such members so selected shall constitute the annual meeting organizing committee. The chair of the annual meeting organizing committee shall be an ex officio member of the board of

directors, but without voting rights, during the term of office. The chair of the annual meeting organizing committee may be designated by the chair of the board and the director of publications in consultation with the board of directors as Forum volume editor for that year. The Forum volume editor must enter into a written agreement with the series editors for the timely delivery of the completed manuscript.

Section 5. *Other Committees.* Other committees not having and exercising the authority of the board of directors in LACUS may be designated by a resolution adopted by a majority of the voting members of the board of directors present at a meeting at which a quorum is present or by a majority vote by email of the voting members of the board of directors. Except as otherwise provided in such resolution, members of each such committee shall be members of LACUS and the chair of the board of LACUS shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of LACUS shall be served by such removal.

ARTICLE VII: CHECKS, DEPOSITS, AND FUNDS

Section 1. *Checks, Drafts, etc.* All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of LACUS shall be signed by such officer or officers, agent or agents of LACUS and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the secretary-treasurer.

Section 2. *Deposits.* All funds of LACUS shall be deposited from time to time to the credit of LACUS in such banks, trust companies, or other depositories as the board of directors may select.

Section 3. *Gifts.* The board of directors may accept on behalf of LACUS any contribution, gift, bequest or devise for the general purpose or for any special purpose of LACUS.

ARTICLE VIII: BOOKS AND RECORDS

LACUS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of LACUS may be inspected by any member, or any member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX: FISCAL YEAR

The fiscal year of LACUS begins on 1 July of each year.

ARTICLE X: DUES

Section 1. *Annual Dues.* The board of directors shall adjust from time to time the amount of

annual dues payable to LACUS by members of each class, and the amount of the one-time Life Membership Fee.

Section 2. *Payment of Dues.* Dues are payable in advance on the first day of July in each year. Dues of a new member shall be applicable to the fiscal year during which the new member joins or the fiscal year of the first meeting attended by such new member unless an earlier beginning year is specifically requested.

Section 3. *Default and Termination of Membership.* When any member of any class shall be in default in the payment of dues for a period of six months from the beginning of the period for which such dues become payable, membership may thereupon be terminated by the board of directors in the manner provided in Article II of these bylaws. A member who is in default in the payment of dues shall not be considered a member in good standing and shall not be entitled to vote in the affairs of LACUS.

ARTICLE XI: SEAL

The corporate seal shall have inscribed thereon the name of LACUS and the words "Corporate Seal, Illinois".

ARTICLE XII: AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws is vested in the board of directors. Any change in the bylaws shall be submitted to the membership for comment and a favorable/unfavorable vote before such changes take effect. The vote of the membership shall not, however, be binding upon the board of directors, though the comments and level of support for the changes may move the board to reconsider or revise them. As provided in Article III, Section 5, of these bylaws, twenty per cent of the members in good standing may submit proposed changes in the bylaws to the board of directors and ask the board to consult and poll the membership in the matter.

We the undersigned founding members of the Board of Directors of LACUS, The Linguistic Association of Canada and the United States, have approved these bylaws this first day of July 1975.

Adam Makkai, Jean-Luc Garneau, Valerie Becker Makkai, Peter A. Reich,
John Peter Maher, Robert J. DiPietro, Fred C. C. Peng

Approved by the membership of LACUS by mail ballot, as certified by the Board of Directors on 5 August 1975.

Subsequently amended by the Board of Directors on 9 August 1978, 11 August 1980, 20 August 1988, 3 August 1999, and 31 July 2017. Approved by the membership of LACUS by mail ballot 25 November 1978 and 15 March 1981, and by email ballot 20 July 2001 and 18 September 2017. Present amended version approved by the Board of Directors on 23 July 2018 and sent to membership for comment and approval/non-approval in August 2018.