

**BY-LAWS**  
**OF**  
**INSTITUTE FOR AMERICAN RELIGIOUS AND PHILOSOPHICAL**  
**THOUGHT, INC.**

**ARTICLE I**

**NAME**

The name of this organization shall be the INSTITUTE FOR AMERICAN RELIGIOUS AND PHILOSOPHICAL THOUGHT, INC., a non-profit North Carolina corporation.

**ARTICLE II**

**PURPOSE**

Section 1. To bring together a community of productive scholars with diverse theological and philosophical perspectives.

Section 2. To contribute to the academic study of religion and philosophy through interpretive, critical and constructive reflections upon distinctively American religious and philosophical thought.

Section 3. To foster broad discussion of relevant options through its sponsorship of conferences, seminars, lectures, workshops and publications.

Section 4. To connect theological and philosophical reflections, especially where these efforts utilize the American philosophical and religious traditions, and to study the history and development of liberal religious thought in America.

**ARTICLE: III**

**MEMBERS**

Section 1. Categories of Membership. There shall be two categories of membership, (1) member of the corporation and (2) affiliate of the corporation. A member of the corporation has full voting rights in the corporation with all the privileges of participation and pays the regular dues and fees as levied by the Board of Directors. An affiliate of the corporation has no voting rights but does have all the privileges of participation and may pay reduced dues and fees as levied by the Board of Directors. The category of affiliates is chiefly for graduate students and contingent faculty. Affiliated persons may apply for membership at any time through the procedure indicated in Section 2 and on the website at iarpt.org.

Section 2. Election of Members. Any person interested in becoming a member or an affiliate of the corporation is welcome to apply. The procedure for doing so was changed by an act of the Board of Directors in June 2019. An application form is now found online at IARPT.org, with a box for uploading a CV to the form. The Board reviews each

application on a quarterly basis in accordance with its commitment to active and ongoing scholarship. Applicants are notified of the Board's decision via the email address provided on the application form. Those whose applications are so approved shall become members or affiliates of the corporation on payment of the required dues.

Any applicant who has been disapproved by the Board of Directors shall have the privilege of review by the membership at large, according to such procedure as may be fixed by the Board of Directors.

Section 3. Voting Rights. Each full member of the corporation in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Affiliates of the corporation shall not be entitled to vote.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member or associate member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default of the payment of dues for the period fixed hereinafter.

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

Section 6. Reinstatement. On written request signed by a former member or affiliate and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member or affiliate on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

#### ARTICLE IV

##### MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held in conjunction with the annual conference or seminar sponsored by the corporation, to be held in June, July, or August. The annual meeting may or may not be held in the State of North Carolina. The purpose of the annual meeting will be to elect officers and directors for the corporation, and for the transaction of such other business as may come before the meeting. If the election of directors and officers is not held on the day designated herein for any annual meeting, or at the adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the President, not less than one-half of the Board of Directors, or not less than one-tenth

of the members having voting rights. If no designation is made, the place of the meeting shall be the principal office of the corporation in the State of North Carolina, but if all of the members shall meet at any time and place, either within or without the State of North Carolina, but if all of the members shall meet at any time and place, either within or without the State of North Carolina, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3: Notice of Meetings. Written, or printed, or electronic notice stating the place, day and hour of any meeting of members shall be delivered personally, by mail, or through electronic means to each member entitled to vote at such meeting, not less than (10) days nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these BY-LAWS, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of such a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at her or his address as it appears on the records of the corporation, with postage thereon prepaid. If sent electronically, the notice of such a meeting shall be deemed to be delivered if no message is received by the sender saying the message is undeliverable.

Section 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a majority of members entitled to vote agrees to an informal meeting in writing or through electronic communication.

Section 5. Quorum. Members holding ten percent (10%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice. Affiliated persons are not counted in determining a quorum.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by her or his duly authorized attorney. No proxy shall be valid after (3) three months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Votes. Unless otherwise stated all motions shall be deemed passed by simple majority of those voting.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. The Directors need not be residents of the State of North Carolina.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be thirteen (13). Directors shall be elected at an annual meeting of the members. The term of

office of each director shall be for four (4) years. The term of the directors shall be initially staggered as follows: seven directors, including those directors elected as officers, shall be for a term of four (4) years; two (2) directors shall be elected for a term of three (3) years; two (2) directors shall be elected for a term of two (2) years, and two directors shall be elected for a term of one (1) year. Directors shall serve until the election and qualification of the successor.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this BY-LAW in conjunction with, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine. As an alternative the business of the Board of Directors may be conducted through electronic communications as monitored by the Secretary; if the President or any two (2) directors believe that a particular item of business would best be addressed by a face-to-face meeting, such a face-to-face meeting must be called to address that business.

Section 5. Notice. Notice of any special face-to-face meeting of the Board of Directors shall be given at least two (2) days previously thereto electronically or by written notice delivered personally or sent by mail to each Director at his or her address as shown by the records of the corporation. Notice shall be deemed delivered according to the conditions stated in Article IV Section 3. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these BY-LAWS.

Section 6. Quorum. One-third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board or in a round of electronic communication, but if less than a third of the Directors are present at any meeting or participate in an electronic round of communication, a majority of the Directors present or participating electronically may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of a majority of the Directors present at a meeting or participating in a round of electronic communication 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 law or by these BY-LAWS.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled

by the Board of Directors. A Director appointed to fill a vacancy shall serve for unexpired term of his or her predecessor in office. Each such appointment by the Board shall be subject to the approval or disapproval of the members at the next regular meeting of members.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE VI

### OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereto to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries or one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The editor of the *American Journal of Theology and Philosophy* shall serve as an ex-officio member of the Board of Directors with full voting privileges for the duration of his or her editorship; the Editor shall be Vice President for Publications of the Board and shall count toward the total number of board members required. The Board of Directors may designate other persons to serve in an ex-officio capacity, voting or non-voting as the designation shall stipulate, but not counting toward the total number of board members required.

Section 2. Election and Term of Office. The officers of the corporation shall be elected to serve a four-year term by the members at a regular annual meeting. If the election of officers is not held at such a meeting, such election shall be held as soon thereafter as is convenient. New officers may be created and filled at any meeting of the members. Each officer shall hold office until her or his successor has been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such a decision by the Board of Directors must be confirmed or rejected by the members at the next annual meeting or a meeting called for the purpose of considering the matter. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties of the Executive Committee of the Board. The several officers of the corporation shall constitute the Executive Committee of the Board. The Executive Committee shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the members or of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of the officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

## ARTICLE VII

### COMMITTEES

Section 1. Committee 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 such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, 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 on it by her or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation or affiliates of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member or affiliate whenever in their judgment the best interest of the corporation shall be served by such removal.

## ARTICLE VIII

### CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation in addition to the officers so authorized by these BY-LAWS, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts, orders for the payment of money, and notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, 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 Treasurer or an assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, or bequest for any purpose of the corporation.

## ARTICLE IX

### BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any powers of the Board of Directors, and shall keep at the principal office a record of the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote. All books and records of the corporation may be inspected by any member, and her or his agent or attorney, for any proper purpose at any reasonable time. For purposes of this Article, the "principal office of the corporation" is the office of the Secretary. At the conclusion of a term of office not renewed, a Secretary shall pass to the successor Secretary all records of the corporation. The Treasurer shall keep all financial records and pass them to the successor Treasurer as well as copy them to the Secretary.

## ARTICLE X

### FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

## ARTICLE XI

### DUES

Section 1. Annual Dues. The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members, and shall give appropriate notice to the members.

Section 2. Payment of Dues. Annual dues shall be payable the first day of February in each year.

Section 3. Default and Termination of Membership. When any member is in default in the payment of dues for a period of ninety (90) days from the date such dues became payable, her or his membership may thereupon be terminated by the Board of Trustees as provided hereinabove.

## ARTICLE XII

### INDEMNIFICATION

The corporation shall indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal,

administrative or investigative, by reason of the fact that she or he was or is a director or officer of the corporation, against expenses (including attorney's fees), judgment, fines, and amounts paid in settlements, actually and reasonably incurred by her/him in connection with such action, suit, or proceeding including any appeal thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interest of the corporation and without any criminal action or proceeding, and no reasonable cause to believe her/his conduct was unlawful.

ARTICLE XIII

SEAL

The Board of Directors shall provide a corporate seal, which shall be inscribed with the name of the corporation.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the corporate law of the State of North Carolina, or under the provisions of the Articles of Incorporation, or under the BY-LAWS of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

AMENDMENT OF BY-LAWS

These BY-LAWS may be altered, amended, or repealed, and new BY-LAWS may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty (30) days written notice is given of intention to alter, amend, repeal, or adopt new BY-LAWS at such meeting.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order New Revised current edition shall be the parliamentary authority for all matters and procedures not specifically covered by the BY-LAWS or the Articles of Incorporation of the corporation.

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Attesting:

Demian Wheeler, Secretary



Nancy Frankenberry, President

