

AMERICAN DIALECTIC CHARITABLE TRUST BYLAWS AND AMENDMENTS

ARTICLE I—NAME AND PURPOSE

Section 1—Name: The name of the organization shall be the American Dialectic Charitable Trust. It shall be a nonprofit organization incorporated under the laws and protections of the District of Columbia under Non-Profit Corporation Act of D.C. Code, Title 29, Chapter 3 as amended.

Section 2—Purpose: The American Dialectic Charitable Trust is organized exclusively for educational, literary, and scientific purposes. The specific purpose of this trust is:

- to support the American Dialectic online journal in its purpose and mission as laid out in Appendix I below, and subject to amendment by the board of trustees.
- to support the activities of the American Dialectic website including, but not limited to the publication of scholarly materials and responses, annual dissertation contest, scholarship awards, and any workshops and conferences.
- to distribute funds to other charitable organizations and entities as they serve the greater purposes set forth by the American Dialectic Charitable Trust.

ARTICLE II—MEMBERSHIP

Section 1—Membership: Membership shall consist of the board of trustees.

ARTICLE III—BOARD OF TRUSTEES

Section 1—Board role, size, and compensation: The board of trustees is responsible for overall policy and direction of the organization and its assets, and delegates responsibility of day-to-day operations to the staff and committees. The board shall consist of no less than the 4 members who will make up the Executive Committee, and no more than 10 members. The board of trustees will receive no compensation insofar as they serve as trustees other than for reasonable expenses, but those board members serving in some capacity as members of the staff will be appropriately compensated for services rendered.

Section 2—Terms: The 4 members of the executive committee shall remain trustees until such time as they see fit to resign their position. All other members of the board of trustees must be nominated and elected by a majority of the board. Trustees outside the members of the executive committee will serve for 2 years and may be reelected for up to 5 consecutive terms.

Section 3—Meetings and Notice: The board shall meet at least once annually after the close of the fiscal year, at an agreed upon time and place. An official board meeting requires that each board member have at least 2 weeks notice in advance of the meeting, and that more than half the sitting members be present either in person or by proxy, and that the entire Executive Committee be present. Board meetings may take place via conference call or video conferencing.

Section 4—Board elections: Elections shall take place at a regular meeting of the board of trustees, called in accordance with the provisions of these bylaws. Nominations may take place at any time throughout the year, but formal notice of nomination must be submitted in writing to the Secretary. Formal nominations must be sent out to all board members at least 2 weeks before the meeting where voting is to take place. Trustees must be elected by a clear majority of voting board members at a regular board meeting.

Section 5—Resignation and Termination: Resignation from the Executive Committee or from the board at large must be in writing and received by the Secretary. Board members outside of the Executive Committee may be terminated and removed from the board of trustees by a three-fourths vote of the remaining trustees. Members of the Executive Committee may be terminated and removed from both the Executive Committee and the board at large by a three-fourths vote that includes the majority of the members of the Executive Committee. Removal from the Executive Committee constitutes removal from the board at large unless otherwise specified by the voting members of the board.

Section 6—Officers and Duties: There shall be four officers on the board of trustees, consisting of a Chair, a Vice-Chair, a Secretary, and a Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting on the following order: Vice-Chair, Secretary, and Treasurer.

The Vice-Chair shall chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of all minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda of upcoming meetings, and assuring that corporate records are maintained.

The Treasurer shall make a report at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, develop fundraising plans, and make financial information available as needed.

Section 7—Special Meetings: Meetings of the board may be called upon the request of the chair, or one-third of the board, as necessary. Notice of special meetings shall be sent out by the Secretary in accordance with the procedures set down in these bylaws.

ARTICLE IV--COMMITTEES

Section 1—Committee Formation: The board may create committees as needed, such as fundraising, advertising, sponsorship, conference, etc. All committee chairs are appointed by way of board nomination and a majority vote of the Executive Committee.

Section 2—Executive Committee: Initially, the Executive Committee is comprised of the four founding members of the American Dialectic Charitable Trust, and these four members will initially serve as the four officers of the board of trustees. Members of the executive committee may resign their role as officers, but the Chair of the board of trustees will always be member of the Executive Committee. All other members of the Executive Committee will retain their authority as members of the Executive Committee even after vacating their officer seats. Members of the Executive Committee may choose to resign from the Executive Committee, and in so doing they may choose to remain on the board at large. They, or any other member of the board may nominate a replacement to the executive committee, but any such nominee must be confirmed by the remaining members of the Executive Committee. Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Committee shall have all the powers and authority of the board of trustees in the intervals between meetings.

Section 3—Finance Committee: The Treasurer is the chair of the Finance Committee, and may select other board members as necessary. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and annual budget with staff and other board members. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. The Finance Committee is required to keep records showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to as needed.

ARTICLE V—DIRECTOR AND STAFF

Section 1—Executive Director, Staff, and Volunteers: The Executive Director is appointed by the board or the Executive Committee. The Executive Director has day-to-day responsibility of the organization, including carrying out the organization's goals, upholding the organization's policies, and hiring and managing staff and volunteers. The Executive Director will attend all board meetings, report on the progress and standing of the organization, answer questions of the board members, and carry out the duties designated by the board or the Executive Committee. Staff positions to be filled by the Executive Director

include, but are not limited to, Managing Editor, Senior Editor, and Director of Development. Volunteers may be solicited as needed as approved by either the Executive Director or the Managing Editor.

ARTICLE VI—INDEMNIFICATION

Section 1—Indemnification: The American Dialectic Charitable Trust agrees to indemnify all members of the board of trustees individually, and hold them and their successors harmless against all suits, actions, claims, demands, and/or damages that may arise from the actions of American Dialectic and its operations.

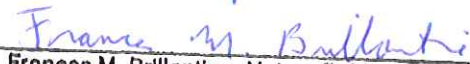
ARTICLE VII—AMENDMENTS

Section 1—Amendments: These bylaws may be amended as necessary by a two-thirds majority of the board, including a majority of the Executive Committee. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were unanimously approved at the first meeting of the board of trustees on: 9/2/2010


Secretary _____ Date 9/2/2010

District of Columbia : SS
Subscribed and Sworn to before me
this 2 day of September, 2010

Frances M. Brillantine, Notary Public, D.C.
My commission expires September 30, 2014

APPENDIX I

American Dialectic is an online journal committed to enriching scholarly publication, discourse, and intellectual development in Philosophy and related fields. As an organization, American Dialectic is devoted to the highest level of technically competent and insightful contributions to the fields it serves. At the same time, the organization seeks to promote the dialectical development of topics and issues toward a more robust understanding of its various themes. This is accomplished primarily by combining the best aspects of a traditional publication with the best aspects of a scholarly conference; lead articles are published quarterly, and are followed throughout the quarter by edited responses targeting key issues and questions. Through this publishing mechanism, unique to an online publication, American Dialectic fosters the continued intellectual development of contributors, respondents, and readers alike.