



POLICY AND BYLAWS

BYLAWS OF THE AMERICAN COPY EDITORS SOCIETY

Note: The “American Copy Editors Society” is the legal name of ACES: The Society for Editing.

ARTICLE I: OFFICES

The principal office of the Corporation shall be in the village of Huntington, County of Suffolk, State of New York.

The Corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II: PURPOSES

The purposes for which this Corporation has been organized are:

- To create, form and establish an organization to organize and sponsor conferences of professional editors.
- To educate its members and others about editing and related fields.
- To conduct workshops, seminars, and conferences concerning current trends in editing and issues affecting editors.
- To encourage the exchange of ideas and the preparation and presentation of papers, documentaries, and reports on various topics and opinions of interest to editors.
- To foster, develop, and endeavor to establish high professional, technical, and legal standards for editors.
- To assist in the development of or otherwise encourage programs designed to foster responsible editing.

Nothing herein shall authorize the Corporation to open or maintain a nursery school, elementary school or secondary school, and nothing herein shall authorize the Corporation to

operate or maintain an institution of higher learning or to grant degrees.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes.

Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of activities mentioned in the Not-For-Profit Corporation Law, Section 404(b)-(v).

ARTICLE III: MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP

- **Full Members (voting):** Working editors; managers with an editing background; teachers of editing; and retirees from these categories.
- **Associate Members (nonvoting):** People who are interested in, but who have no professional background in, editing.
- **Student Members (voting):** Full- or part-time students enrolled at accredited colleges and universities who are pursuing a course of study leading to an associate's, bachelor's, master's, or doctoral degree. Persons enrolled only in classes for added professional certification,

including courses offered through ACES, are not eligible for student status.

Members who joined the Society before Feb. 11, 2000, no matter their professional backgrounds, will retain Full membership.

Members, including Board members and Officers, are expected to adhere to the Society's code of conduct and to act in a professional and appropriate manner at any event sponsored by the Society or at which Society business is being conducted or may be affected. Professional and appropriate behavior is also expected in all corporate-sponsored communication, including but not limited to the Society's internet discussion board.

2. MEMBERSHIP MEETINGS

The annual membership meeting of the Corporation shall be held during the annual membership conference. The Corporation shall notify the membership of the time and place of the annual meeting. The Corporation reserves the right to deny conference registration or admission to any person who is disruptive to the conference.

3. SPECIAL MEETINGS

Special meetings of the membership of the Corporation may be called by the Board. The Vice President for Records shall notify the membership of such a meeting at least 10 days prior to the

meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such a special meeting without the unanimous consent of all present at such meeting.

4. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than 60 nor less than 10 days before any such meeting, nor more than 60 days prior to any other action.

5. ACTION BY MEMBERS WITHOUT A MEETING

Whenever members of the Society are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

6. PROXIES

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ORDER OF BUSINESS

The order of business of any meeting of the membership or Board shall be determined by the President subject to the input of the Board.

8. MEMBERSHIP DUES

Membership dues are payable annually. Dues are for the calendar year or portion thereof and may not be prorated.

The amount and structure of dues may be altered by majority vote of the Board.

9. WRITTEN COMMUNICATION

Written communication shall include email messages.

10. REVOCATION OF MEMBERSHIP

Membership may be revoked for cause by a majority vote of the Board. Cause includes but is not limited to a willful violation of the code of conduct; failure to pay membership dues in a timely fashion; conviction of a felony; or any action deemed by the Board to be harmful to the Society.

ARTICLE IV: BOARD

1. MANAGEMENT OF THE CORPORATION

The Corporation shall be managed by the Board of Directors, which shall consist of no fewer than seven members. Each member shall be at least 19 years of age. The Board shall include the Officers — President, President-elect, Vice President for Finance, Vice President for Governance, Vice President for Records, and the Immediate Past President (non-voting) — the President of the ACES Education Fund, and at-large Directors.

2. ELECTION AND TERM OF BOARD MEMBERS

Each year, the membership shall elect at-large Board members and Officers for open seats. Each Officer and Board member shall hold office until the expiration of the term for which the member was elected and until a successor has been elected and shall have qualified, or until the Officer or Board member's

prior resignation or removal. Board members and Officers shall generally serve terms of two years, with the exception of the ex-officio seat held by the President of the Education Fund as noted in Article IV, Section 16. Board members may serve no more than two consecutive full two-year terms. After serving two consecutive full two-year terms, a Board member shall not be eligible for election to the Board again until four (4) years have elapsed since the end of their most recent term. After such four-year period has elapsed, the individual shall again be eligible. Election results will be announced to the membership by electronic announcement.

Because various factors may cause the staggering of the terms of office of Board members to become unbalanced, the Board is empowered, on an extraordinary basis and by majority vote, to change the terms to which one or more Board members are elected from two years to three years or one year, provided that the membership is properly notified of the change in advance of the affected election, in accordance with the provisions of Article VI.

In the event of a tie vote for any Officer's post or seat on the Board, the current Board, with a quorum required, shall vote to break such a tie or ties, or shall determine another process by which to fill the seat(s) in question.

The Board election process is overseen by the Immediate Past President in their role as chair of the Recruitment and Development Committee, along with the Vice President for Records.

SCHEDULE: Before nominations are solicited, Officers and at-large Directors will notify the President of whether they intend to run again. The schedule for nominations by members in good standing for Board positions shall be set forth in Board policy, which the Board may modify from time to time with notice to the membership. After receiving nominations from the members in good standing for open Board positions, the Board shall make the biographies and statements of eligible nominees available to the membership prior to the Board election. The members in good standing elect the Officers and at-large Directors via electronic ballot or as otherwise determined by the Board. Board terms begin and end at the close of the Corporation's annual conference.

3. ELIGIBILITY FOR BOARD

Those full members of the Corporation in good standing (i.e., meeting qualifications and being active, dues-paying members) will be eligible for nomination to the Board. Candidates running for Officer positions must have been on the Board for at least one term (or equivalent time period) by the time they would assume the Officer role. Candidates must have served as an Officer prior to serving as President-elect. A candidate may be nominated for and run for only one position in the same election. Written consent of nomination is required of all potential Officer and Board candidates.

4. DUTIES OF MEMBERS OF BOARD

- The Board shall have the general management of the

affairs of the Corporation, including legal issues, growth of the Corporation, and fund-raising and educational goals.

- All Board members shall vote on issues concerning and assist in determining the Corporation's direction and offer guidance through input such as aiding in chair appointments and setting guidelines for other committees; devoting the time necessary to the Corporation to work on various projects and committees (involving, but not limited to, researching topics, contacting sources, organizing meetings, making phone calls and sending emails, writing proposals and newsletter articles, working on surveys and fundraising); contributing to decision-making on matters of Corporation policy; offering suggestions for Corporation events and goals.
- Board members shall attend the annual conference and the regular annual meeting, and shall be expected to attend all other Board meetings as the Board sees fit to call them, including periodic scheduled meetings.

5. INCREASE OR DECREASE IN NUMBER OF AT LARGE MEMBERS

The number of at-large Board members may be increased or decreased by a vote of the membership or by a vote of a majority of all of the Board members. No decrease in number of Board members shall shorten the term of any incumbent Board member.

6. NEWLY CREATED BOARD MEMBERSHIPS AND VACANCIES

Newly created Board memberships resulting from an increase in the number of Board members and vacancies occurring on the Board, in the event of death, resignation, or removal, may be filled by a vote of a majority of the Board members then in office. A Board member elected to fill a vacancy caused by resignation, death or removal shall be elected to hold that seat for the unexpired term of the predecessor.

There shall be one type of exception to the above rule: All persons elected during a general election by the Society shall be elected to two-year terms, unless the Board has approved an extraordinary change in such terms in accordance with the provisions of Article IV, Section 2, Paragraph 3.

7. REMOVAL OF BOARD MEMBERS

Any or all of the Board members, including its Officers, may be removed for cause by action of the Board. Removal may be accomplished by a vote of a two-thirds majority of the Board members then in office, excluding the Board member in question. Cause includes but is not limited to a willful violation of the code of conduct; neglect of duties; mishandling of finances; misrepresentation of the Society for personal gain; conviction of a felony; and failure to remain a member in good standing as previously defined in these bylaws.

Board members may also be removed by the Society

membership with or without cause pursuant to New York state law.

A Board member who has missed four consecutive meetings shall be contacted by the Vice President for Records and asked to attend the next meeting or else be asked to resign or be removed from the committee under Article IV, Section 8, unless the President and Vice President for Records are notified why attendance is impossible and such reasons are then reported to and accepted by the Officers of the Corporation.

8. RESIGNATION

A Board member may resign at any time by giving written notice to the Board, the President, or the Vice President for Records. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the committee or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

9. QUORUM

Unless otherwise provided in the certificate of Corporation, a simple majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

10. ACTION OF THE BOARD

Unless otherwise adopted by law, the vote of a majority of the Board members present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Some

actions of the Board may be approved by consent without a vote. Each Board member present shall have one vote.

11. PLACE AND TIME OF BOARD MEETINGS

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time to time determine. The Board shall have at least one meeting with a quorum present every quarter, either by electronic communication (or video conference call) or in person as determined by the Board, on a date and time to be determined at the discretion of the President and Vice President for Records. Such conference call meetings as required will be organized by the Vice President for Records.

12. REGULAR ANNUAL MEETING

A regular annual meeting of the Board shall be held during the membership annual conference.

13. NOTICE OF MEETINGS OF THE BOARD AND ADJOURNMENT

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine so long as a schedule of meetings has been distributed to Board members. Special meetings of the Board shall be held upon notice to the Board members and may be called by the President upon three days' notice to each Board member either personally or by mail (or electronically to an email address

provided by the Board member for the purposes of receiving official notices) or by phone. Special meetings shall be called by the President or by the Vice President Records upon written request of at least five Board members. Notice of a meeting need not be given to any Board member who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to that member.

A majority of the Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment, and of the time and place of the continued meeting shall be given to all Board members.

14. CHAIR

At all meetings of the Board, the Officers and the membership, the President, or in the President's absence, another Officer, shall preside.

15. COMMITTEES

The Officers of the Corporation (President, President-elect, Vice President for Records, Vice President for Finance, Vice President for Governance, and Immediate Past President as a non-voting officer shall be the Officers of the Board. The President shall lead the Officers, who shall meet as needed. The Officers of the Board shall have the authority to take action on behalf of the Board between Board meetings, and shall report all of its actions to the Board concurrently with taking them. The Board may establish other standing or ad hoc

committees of the Board with rights and obligations as set forth in a committee charter. The President of the Corporation, with guidance from the Officers, may appoint the chair and members of all committees other than the Officers. Each committee shall serve at the pleasure of the Board of Directors and pursuant to a charter developed and approved by the Board of Directors.

16. EDUCATION FUND REPRESENTATION ON THE BOARD

The President of the American Copy Editors Society Education Fund shall be a full and voting member of the Board. Certain expenses, such as for attendance at midterm and conference meetings, may be reimbursed for this position as an ex-officio member under the same rules as apply at that time to other Board members, except that such reimbursement will be issued by the Education Fund and not by the Corporation unless otherwise jointly agreed to.

ARTICLE V: OFFICERS

1. OFFICES, ELECTION, TERM

There will be among the members of the Board six Officers — specifically, a President, President-elect, Vice President for Governance, Vice President for Records and Vice President for Finance, and the Immediate Past President (non-voting). Officers are elected by the membership and designated in the

election as such, except that the President-elect shall automatically succeed to the office of the President immediately following such person's term as President-elect. Officers shall be elected as outlined under Article IV, Section 2, and each shall be elected to a term of two years, unless the Board has approved an extraordinary change in such terms in accordance with the provisions of Article IV, Section 2. Each Officer shall hold office until the expiration of the term for which each was elected and until the successor of each has been elected and shall have qualified, or until the Officer's prior resignation or removal. In the event of a tie vote for any Officer's post, the Board shall break the tie, as outlined in Article IV, Section 2. Officers shall serve no more than two (2) consecutive two-year terms as Officers of the corporation, except that an Officer elected as President-elect can serve two (2) consecutive two-year terms as an Officer, immediately followed by two (2) year terms as President-elect and then President. An Officer may also be elected to one or more additional one-year terms to allow for continuity or transition, as deemed necessary by a vote of the members.

2. ELIGIBILITY REQUIREMENTS OF CANDIDATES FOR OFFICE

In addition to those requirements outlined in Article IV, Section 3, candidates for Board Officer positions must have been on the Board for at least one term (or equivalent time period) by the time they would assume the Officer role. Written consent of nomination is required of all potential Officer candidates.

3. REMOVAL, RESIGNATION, SALARY

Any or all of the Corporation's Officers may be removed as outlined in Article IV, Section 7. An Officer may resign at any time by giving written notice to the Board, the President, or the Vice President Records of the Corporation. If the Officer is acting as President of the Corporation, written notice must be given to the Board or the Vice President for Records. If the Officer is acting as Vice President for Records of the Corporation, written notice must be given to the Board or the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective. In the event of death, resignation or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

4. DUTIES OF OFFICE OF PRESIDENT

- The President shall be the chief executive Officer of the Corporation and shall preside at all meetings of the membership, Board, and the Officers.
- The President shall see that all orders and resolutions of the Board are carried into effect. The President shall initiate outreach efforts and maintain contacts with other professional and academic organizations, and shall represent the Corporation, with others, in public discussion of editing issues or other forums. The President shall communicate with the membership about the goals and

achievements of ACES both through written means and through a report at the annual conference.

- The President shall guide the work of the publicity and communications efforts of the Corporation to reflect the overall goals and aspirations of ACES, and shall play a leading role in determining major emphases of conferences and workshops. The President also will coordinate the work of the Society with that of the ACES Education Fund.

5. DUTIES OF OFFICE OF PRESIDENT-ELECT

- During the absence or disability of the President, the President-elect shall have all the powers and functions of the President, subject to approval of the Board. If the President resigns or is removed from office, the President-elect will succeed to the role of President automatically and without the need for an election.

6. DUTIES OF OFFICE OF VICE PRESIDENT FOR FINANCE

- The Vice President for Finance shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Board may elect. The Vice President for Finance shall sign all checks, drafts, notes, and orders for the payment of money, which shall be

duly authorized by the Board, and the Vice President for Finance shall sign checks and orders for the payment of more than \$1,000 with the written approval of the President, which shall be kept with the treasury records. The Vice President for Finance shall at all reasonable times exhibit the books and accounts to any Board member of the Corporation upon request. The Vice President for Finance shall assist the President and others with fund-raising activities.

- During the absence or disability of the President-elect, the Vice President for Finance shall have all the powers and functions of the President-elect, subject to the approval of the Board.
- Each year by April 1, the Vice President for Finance will give the Board members copies of current account statements and an end-of-year report detailing income and expenses. Each month, the Vice President for Finance will provide to the Board current account figures and notice of any significant changes. The Vice President for Finance will provide the President with direct access to monitor accounts.
- The Vice President for Finance shall be responsible for the filing of any and all tax documents.
- Each year, the Vice President for Finance will draft an annual budget and give it to the Board for its consideration and approval by October.
- During the absence or disability of the Vice President for Finance, the Vice President for Records, or another Board

member appointed by the Board shall have the powers and functions of the Vice President for Finance.

7. DUTIES OF OFFICE OF VICE PRESIDENT FOR RECORDS

- The Vice President for Records shall keep the minutes of the Board, the Officers, and also the minutes of the membership. The Vice President for Records shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board.
- The Vice President for Records shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board may direct, including but not limited to, the original copies of the bylaws and the certificate of incorporation.
- The Vice President for Records shall attend to such correspondence as may be assigned to and perform all the duties incidental to the office, including distributing surveys and other materials of the Corporation to the membership.
- As chair of the Recruitment and Development Committee, the Immediate Past President shall coordinate the national elections with the assistance of the Vice President for Records.
- During the absence or disability of the Vice President for Records, the Vice President for Finance or another Board

member appointed by the Board shall have the powers and functions of the Vice President for Records.

8. DUTIES OF OFFICE OF VICE PRESIDENT FOR GOVERNANCE

- The Vice President for Governance shall support the Corporation's Executive Director and Board to ensure that order is maintained during meetings, as well as serve as an informed source about association rules, bylaws, and governing documents.

9. SURETIES AND BONDS

In case the Board shall so require, any Officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct conditioned upon the faithful performance of the Officer's or agent's duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation that may come into the Officer's or agent's hands.

10. CONTRACTS

Contracts entered into by the Corporation must be signed by either the President and the Vice President for Finance, or the President and the President-elect. If the President is absent and

time is of the essence, the President-elect may sign in the President's place, with a countersign by the Vice President for Finance.

ARTICLE VI: AMENDMENTS

The bylaws may be adopted, amended, or repealed by the membership at the time the membership is entitled to vote in the election of Board members if a written request of such a change to the bylaws is submitted to the Board no later than three months prior to the date of the annual election and only if no less than 10 percent of the current membership signs a petition in support of putting such a change to a vote of the entire membership. Bylaws may also be adopted, amended, or repealed by a majority of the entire Board without the consent or approval of the membership. However, written notice of such changes to the Corporation's bylaws must be given to the membership in a timely manner after they are approved by the Board.

If any bylaw regulating an impending election of Board members is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of the membership for the election of the Board the bylaw so adopted, amended, or repealed, together with a concise statement of the changes made.

ORGANIZATIONAL POLICIES

[ACES Nondiscrimination Policy](#)

[ACES Code of Conduct](#)

[ACES Privacy Policy](#)

[ACES Meetings and Events Entrance Policy](#)

[ACES Conference Cancellation Policy](#)