

CCWH, Inc. Bylaws (2008)

ARTICLE 1

Section 1. Name:

The name of this corporation shall be CCWH, Inc., which is derived from its full name, Coordinating Council for Women in History. The antecedent organizations of the CCWH were the CCWHP (Coordinating Council for Women in the Historical Profession) and CGWH (Conference Group on Women's History).

Section 2. Office:

Its principal office shall be located at 1737 Vaughn Drive, Manhattan, Kansas, 66502. Other offices for the transaction of business shall be located at such places within or without the State of Kansas as the board of directors may from time to time determine.

Section 3. Nature of corporation:

This corporation is organized NOT-FOR-PROFIT and the nature of its business is: to improve the status of women in the historical profession; to enhance the roles and image of women in modern society; to encourage and develop the teaching of the history of women; to promote the study of women's history; and to engage in any lawful act or activity for which corporations may be organized under the Kansas Corporation Code and as authorized by the board of directors.

Section 4. Registered agent:

The registered agent of this corporation shall be Dr. Nupur Chaudhuri, 1737 Vaughn Drive, Manhattan, Kansas 66502.

ARTICLE II: Membership

Section 1. Members:

Members shall be persons in the history profession and other members of the general public who subscribe to the goals of the organization.

Section 2. Application for Membership:

Applications for membership shall be made in a manner and for a cost prescribed by the board of directors. Honorary memberships may be issued under the terms and conditions determined by the board of directors.

Section 3. Resignation, Termination or Suspension from Membership:

A member shall be allowed to resign from the organization. A member shall be terminated for delinquency in the payment of any annual fee set by the board. Any member of the corporation who commits an act prejudicial to the conduct of the corporation or the purposes for which it is formed, may be suspended from membership or have her or his membership terminated by a 2/3 vote of the board

of directors. A terminated member has the right to state her or his case at the next annual meeting of the members.

ARTICLE III: Members' meeting

Section 1: Annual members' meeting:

The annual meeting of the members shall be held at a time co-incident to the annual meeting of the American Historical Association. Notice of the place of the annual meeting shall be given as hereinafter set forth. At such meeting the members shall transact any and all other business authorized by law.

Section 2: Special members' meetings:

A special meeting of the members, to be held at the same place as the annual meeting, or at any proper place as designated, may be called at any time by any officer. An officer shall call such a special meeting whenever so requested by 10% of the members.

Section 3: Notice:

Notice of the time and place of the annual meeting and of any special meetings of the members shall be communicated by the executive director to each member at least fifteen (15) days before the date thereof.

Section 4: Presiding officer:

The co-presidents in conjunction with the ED shall preside at the Board meetings

Section 5: Voting:

At every membership meeting each current member shall be entitled to cast one ballot which may be cast by the member either in person or by proxy.

Section 6: Removal of officers:

The members shall have the power at any annual or special meeting, by majority vote of the members present, to remove from office any board member of the corporation.

Section 7: Annual report:

At each annual members' meeting the officers shall, as appropriate, submit written statements. At each members' meeting the treasurer and membership coordinator will submit a report of the business of their office during the preceding year. Other officers will submit reports as appropriate.

ARTICLE IV: Officers

Section 1: Management of organization:

The business affairs and property of the corporation shall be managed by a board of directors. Board members shall be current members of the organization.

- Section 2: Officers:
The officers of the corporation shall be two (2) co-presidents, and an executive director, each of whom shall be elected by a majority of the membership for a term of three (3) years and each shall hold office until a successor is duly selected and qualified or until an earlier resignation or removal.
- Section 3: Co-Presidents:
The co-presidents shall preside at all meetings; shall be the general managers of the corporation; shall have general supervision over the affairs of the corporation and over the other board members; shall have the authority to sign written contracts on behalf of the organization; and shall perform all other duties as are incident to the office. In case of the absence of or disability of either co-president, those duties shall be performed by the other.
- Section 4: Executive Director:
The executive director shall issue notices of all board and members' meetings and shall attend and keep the minutes of the same; shall have oversight of the organization's finances and membership activities; shall keep or archive the records and papers of the organization; shall have the authority to sign written contracts on behalf of the organization; shall be responsible for communication among board members; and shall perform all such others duties as are incident to the office.
- Section 5: Election:
The co-presidents and the executive director shall be elected for a term of three (3) years by a majority of the membership, and shall hold office until their successors are duly elected and qualified or until their earlier resignation or removal. When possible, election of the co-presidents shall be staggered so as not to elect both co-presidents at the same time except for the purpose of filling an un-expired term.

ARTICLE V: Board of directors

- Section 1: Composition of the board of directors
The officers, with approval from the existing board members, shall determine appointments of new board members from the membership. Appointed members shall include treasurer, membership coordinator, newsletter editor, chairs of award committees, graduate student representatives, public history chair, outreach coordinator, **fundraising coordinator and** website coordinator. The board may also include other appointed ad hoc positions. The term of each board member shall be three (3) years.
- Section 2: Treasurer:
The treasurer shall manage the day-to-day financial business of the organization; shall pay particular attention to the ongoing fiscal health of the organization; shall

discuss any financial concerns with the officers; shall prepare financial reports as required by law; shall pay vendors; and shall prepare an annual financial report at the annual board and members' meetings.

Section 3: Membership Coordinator

The membership coordinator shall maintain the membership records of the organization; shall maintain communication with the treasurer about membership; shall communicate membership information to newsletter editor; shall work with other board members to establish active membership recruitment; and shall provide a written report at the annual board and members' meetings.

Section 4: Newsletter Editor

The newsletter editor shall produce timely and professionally attractive newsletters; shall produce at least two newsletters per year on a predictable schedule; and shall seek the most economical and efficient way to maintain communication with members through the newsletter.

Section 5: Award Committee Chairs

The Co-Presidents shall appoint the Chairs and other members of the Award committees for terms of three years with the approval of the Board as funds are available. These appointments should reflect the diversity of historical studies. When possible, selection of committee members shall be staggered so as not to select all members at the same time except for the purpose of filling an un-expired term. The award committee chairs shall oversee the awards process following established criteria, receipt of applications, review of applications, and notification of final decision; and shall be responsible for broad publicity about both the award competition and their outcomes.

Section 6: Graduate Student Representatives

The graduate student representatives shall provide to the board graduate student perspectives on issues in the profession and in the organization; and shall assist the organization in outreach to the graduate student community.

Section 7: Public History Chair

The public history chair shall provide to the board public history perspectives on issues in the profession and in the organization; and shall work with the board as a liaison to the public history community.

Section 8: Outreach Coordinator

The outreach coordinator shall work with other board members, particularly the membership coordinator and award committee chairs, to expand outreach for the organization; **shall maintain a working relationship with the CCWH affiliates;** and shall make up award certificates for award winners.

Section 9: Website Coordinator

The website coordinator shall update website information, including, but not limited to, membership information and forms, award winner information, and CCWH news; shall make certain that the site remains accessible and productive; and shall oversee and manage the most appropriate online services for the organization.

- Section 10: Annual board meeting:
An annual meeting of the board shall be held each year a time co-incident to the annual meeting of the American Historical Association. The board meeting may or may not be held at the same time as the annual membership meeting.
- Section 11: Special Meetings:
Special meetings of the board of directors, to be held in the registered office of the corporation or at any other proper place as designated, may be called by any officer or by any three board members.
- Section 12: Quorum:
A quorum for the transaction of business at any regular or special meeting of the board shall consist of a majority of the board members.
- Section 13: Vacancies:
Vacancies in the board of directors may be filled for the un-expired term by the officers with approval of the other board members.
- Section 14: Out-of-state business:
In the event the board of directors determines that this corporation shall transact business outside the State of Kansas, the board of directors are duly authorized to take all steps legal and necessary to authorize this corporation to transact business within such foreign state.

ARTICLE VI: Finance

- Section 1: Banking:
The funds of the corporation shall be deposited in such bank or banks as the board shall designate and shall be withdrawn only upon a check signed by the treasurer or other individual as designated and authorized by the board of directors.
- Section 2: Creation of Corporate Liability without authority:
No organizational member of the corporation shall have authority to incur debts on behalf of the corporation or to sign contracts or obligate the corporation in any manner or means without receiving the express approval of the board of directors. This shall not apply to current operating expenses and provided further that the officers, by joint action, may borrow money for and on behalf of the corporation and may pledge the corporate assets as security therefore.

ARTICLE VII: Amendments

Section 1: Amendments of By-Laws:
The power to adopt, alter, amend or repeal these By-Laws shall be vested in the board of directors.

ARTICLE VIII: Miscellaneous

Section 1: Fiscal Year:
The accounting year of this corporation shall be on a calendar year basis.

Section 2: Waiver of notice:
Any notice required to be given to any member of the organization by law or by these By-Laws may be waived by the person entitled to such notice, either before or after the time stated for such notice of meeting. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting unless the person objects to the “meeting” at its beginning and thereafter does not participate in the meeting.

Section 3: Proxies:
A proxy to be valid must be in writing and signed by the member and shall designate the proxy authorized to vote in place of the member. No proxy shall be good for other than the one particular meeting designated in the proxy. The proxy must be filed with the executive director before the meeting or at the roll call for the meeting. The executive director shall file and retain all proxies with the minutes of the meeting. No proxy shall be recognized or honored at any meeting of the board of directors.

| Amended and approved (Date)

Susan Kullmann 1/5/2017 2:08 PM

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