

CCWH, Inc. Bylaws (2021)

ARTICLE I

- 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.

In case of the cancellation of the annual meeting of the American Historical Association or other circumstances disallowing officers from attending the annual meeting of the American Historical Association, an alternate meeting may be called. The annual members' meeting may be held virtually or in person, as circumstances allow.

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. Special members' meetings may be held virtually or in person, as circumstances allow.

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:

Either a co-president or, if absent, the executive director, shall preside at all 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 other duties as are incident to the office. This role shall receive an annual stipend.

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.

Section 6: Officers' meetings:

The co-presidents and the executive director shall meet virtually or in person at least once per month. Board members, organization members, and other parties may be requested by the officers to attend these meetings.

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
- Book and media review editor
- Chair of Prelinger award committee chair
- Graduate student representatives
- Public history chair
- Outreach coordinator
- Fundraising coordinator
- Connections coordinator
- Media 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. This role shall receive an annual stipend.

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; shall oversee mentorship activities; and shall provide a written report at the annual board and members' meetings.

The membership coordinator shall also oversee a committee consisting of a membership associate and a mentorship coordinator. These committee members shall assist the membership coordinator in discharging the duties of the role. This role shall receive an annual stipend.

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: Book and Media Review Editor  
The book and media review editor shall coordinate book and media reviews to be published in the newsletter and on the website, including gathering books for review, identifying and communicating with reviewers, and editing reviews for publication.

- Section 6: Prelinger Award Committee Chair  
In addition to overseeing the awards process for the Prelinger Award, the Prelinger Award Committee Chair shall perform the following functions on the Executive Board: collect and communicate annual reports from other awards committees; speak to the interests and perspective of the awards and awards committees; and work with the officers and other Board members to publicize the awards. The Prelinger Award Committee Chair shall hold their role on the committee and on the Executive Board for a three-year term.
- Section 7: 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. There shall be two graduate student representatives on the Executive Board.
- Section 8: 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 9: Affiliate 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 affiliate organizations; and shall make up award certificates for award winners.
- Section 10: Fundraising Coordinator  
The fundraising coordinator shall work closely with the co-presidents, the executive director, the treasurer, and other board members to raise funds for the CCWH, its awards, and its other activities; shall build connections with donors and other interested parties; and shall advise on the long-term financial health of the organization.
- Section 11: Connections Coordinator  
The connections coordinator shall liaise with both history and related departments, history and related conferences, and other organizations to increase the visibility of the organization, its resources, and its awards; and shall work with the Affiliate Outreach Coordinator and the Membership Committee in particular to achieve these goals.
- Section 12: Media Coordinator  
The media coordinator shall manage the execution of marketing and advocacy initiatives on social media, the CCWH website, the CCWH newsletter, and other media channels; and shall work closely with the co-presidents and executive director towards the goal of a unified and comprehensive media strategy.

The media coordinator shall also oversee a committee consisting of a social media coordinator, website coordinator, newsletter editor, and book and media review editor, along with other members as needed. These committee members shall assist the media coordinator in pursuing a unified and comprehensive media strategy. This role shall receive an annual stipend.

Section 13: 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 14: 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 15: 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 16: 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 17: 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 one or more financial institutions as the board shall designate and shall be withdrawn only upon a check or equivalent electronic transfer of funds initiated 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.

Section 3: Discretionary fund  
A discretionary fund is established to cover current and new operating expenses unanimously approved by the officers not to exceed \$250.

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.

Section 4: Award Committees  
The award committee chairs and awards committee members 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.

The officers 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 to ensure continuity on the Award committees. In cases where an un-expired term must be filled, the officers will appoint a member for a three-year term.

Amended and approved March 26, 2021