

Society for Military History  
Policies and Procedures  
Trustee Orientation

**Purpose.** To provide materials to prepare newly-elected trustees to perform their duties.

## **I. Founding and History**

The Society for Military History in its current incarnation is the result of over a century of evolution. In some ways it can trace its roots to the Order of the Indian Wars, founded in 1896. In the wake of World War I, some archivists and Army historians joined together to found the American Military History Foundation, which began to absorb the OIW in 1938 (completed a decade later) and became the American Military Institute (AMI) in 1939. In that first constitution the AMI defined its mission “to stimulate and advance the study of military history, especially that of the United States, and to diffuse knowledge thereof by publications, displays, and otherwise.” Though renamed, that mission remains at the core of the constitution.

During the 1940s the AMI’s journal was renamed *Military Affairs* and began to expand outside its geographic roots in Washington D.C. by opening a branch in Chicago and by cohosting sessions at the American Historical Association’s conferences. Lacking a professional staff or reasonable office space, the AMI and the journal struggled during the 1950s. In 1968 the journal was adopted by Kansas State University, providing some key institutional stability.

In the late 1970s through the mid-1980s the AMI took several steps toward becoming both more national and a more professional academic society. It broadened its connections to other academic organizations, it revised its constitution, held its first Annual Meeting (1981), and created a salaried Executive Director (1984). In 1988 The Virginia Military Institute took over the publication of *Military Affairs*, renamed the *Journal of Military History* in 1989. The next year the organization voted to adopt its current name. Signaling the Society’s embrace of new approaches to the study of military history, the 1991 Annual Meeting, held in Durham, NC was themed “The New Military History.”

Since that meeting, the annual conference has increasingly represented the diversity of the field, methodologically and geographically. Its meetings are hosted in locations across the United States and Canada and draw presenters from around the world. Membership in the 21<sup>st</sup> century has been relatively stable at around 2400 to 2500.

The constitution was revised again in 2020 to account for digital communications and the decline in relevancy of some constitutionally mandated standing committees.

## **II. Organization/Administration**

This section will briefly lay out the different positions/officers/committees involved in running the Society. For the most part it simply replicates the current (2020) constitution in a less formal

tone. Please note that the constitution itself (<https://www.smh-hq.org/docs/constitution.pdf>) supersedes this document if it any way creates a conflict.

A. The Society is run by a combination of paid staffers, most notably an Executive Director (ED), and elected officers, primarily the President and Vice President. Day to day operations of the Society are generally in their hands in the form of the “Executive Committee” (Pres., VP., and ED), supplemented at need by whichever staffer is relevant to the presenting issue (e.g. the JMH editor or the Treasurer).

1. The paid staff consists of the Executive Director, the JMH editor (and their subordinate staff), the Treasurer, Recording Secretary, and the Webmaster/Newsletter Editor. Their duties are outlined in the Constitution and do not need elaboration here.

2. A new Vice President is elected every two years, and serves two years as VP, and then automatically rises to assume the Presidency, for a two-year term (exceptions to this norm are detailed in the constitution).

B. Beyond day-to-day administration, ultimate authority resides with the elected Board of Trustees, 12 persons who approve the budget, and approve plans for the direction of the Society. They are elected in two classes of six, one class every two years, for a four-year term.

1. The Trustees meet as a part of the “Society Council” during the annual meeting (although e-votes can be called on important issues during the course of the year). Per the Constitution, “The Society Council shall consist of the Board of Trustees, Graduate Student Representative, President, Vice President, Executive Director, and Editor.” In addition, the Council in 2020 determined that the Council should meet digitally at least one other time per year.

2. More on the Trustees’ responsibilities is in section III below (since that’s what this document is mostly for!). Trustees should be mindful that the Graduate Student Representative is a voting member of the Council *except* for certain financial and personnel matters (detailed in the Constitution).

C. The Society also relies on committees of various sorts to get its work done. The current committee structure has been greatly simplified since the old constitution had created several permanent committees which no longer met.

Generally speaking there are three types of committees.

1. Constitutionally mandated Standing Committees: The Constitution requires a nominating committee, a procedures committee, and an editorial advisory board for the JMH. Details of these committees’ duties can be found in the Constitution.

2. De facto standing committees: The Society awards a wide array of prizes, and those awards are determined by various committees. Barring a collapse in funding, those committees persist from year to year, although their membership shifts.

3. Ad Hoc Working Committees: The Society Council can create ad hoc committees with a specific, usually narrow charge, and generally of a specified duration, designed to address emergent issues.

### **III. The Board of Trustees**

**A. Trustee eligibility and terms:** As discussed above, Trustees are elected in a class of six every two years for a four-year term. Trustees must be members in good standing. A Trustee may serve for a maximum of two *non-consecutive* elected terms. Trustees must sit out one full term before running again for election as a Trustee.

#### **B. Responsibilities**

Traditionally, the Trustees' responsibilities center around attendance at the annual Council meeting, usually held the day prior to the Society's annual conference. Immediately preceding that meeting, the Society's paid staff and its various committees will submit written reports summarizing the year's activities. Trustees should read these reports beforehand and come to the meeting prepared to conduct Council business. The meetings are conducted according to Roberts Rules of Order (for which the Council appoints a parliamentarian).

1. Newly elected trustees do *not* become full voting trustees until the *conclusion* of the Society Council meeting in the year of their election. They are encouraged to attend that meeting however, in an observer capacity, to learn more about how the Council works.
2. The first act of the Council is to approve the previous year's minutes (see a sample of a recent "Minutes" in Appendix A). Trustees can challenge or request modifications to the minutes, although it is generally wise to do so before the Council meeting, after they have received the minutes electronically.
3. Afterward, the Council will hear oral versions of the written reports, some of which will require Council approval (remember: the voting Council is the Board of Trustees, Graduate Student Representative, President, Vice President, Executive Director, and Editor). Typically there will be reports from:

The Executive Director: covering issues involving conference planning, staff arrangements, and so on. A key Trustee vote here is to approve the location and general outline of future annual conferences.

The Editor of the JMH: this includes current subscription numbers, open access issues, our contract with EBSCO, and the financial health of the Journal (which is partially separated from the Society, due to its contract with the institution sponsoring the JMH).

The Treasurer: This is in many ways the Trustee's most important duty--to understand the financial state of the society--so there is a separate section below (III.C) on reading the Treasurer's report.

Working Groups/Prize Committees: This will vary from year to year.

4. **Executive Session:** A subset of the Council, including the Trustees, will generally end the meeting by convening an “executive session” without the paid staff of the Society. The primary purpose of the executive session is to vote on compensation changes or issues related to the paid staff. The ED and the Treasurer will have made recommendations about parity, affordability, and so on, and the Executive Session (President, VP, and Trustees) will vote on those recommendations.
5. **The Annual Meeting:** In the past the Society’s Annual Meeting has had a conference theme that helped shape the program committee’s choices. The need for such a theme is now less clear, but as a minimum, the Council will provide a charge to the Annual Meeting Program Committee, indicating the Council’s wishes for the nature of the program.
6. **The Duty to contribute:** Like other scholarly societies, the SMH depends in some part on the generosity of its leaders and other senior scholars. While no specific amount can be set, the SMH expects that its elected officers will demonstrate their commitment to its development through financial contributions beyond that of membership. These contributions may take the form of funds donated for specific awards or other purposes.
7. **All trustees will be expected to serve as members of standing or ad hoc committees at the invitation of the president.** Per the constitution, the procedures committee must include two trustees, while stipulating that members of other standing committees may hold no other office. Most of the Society’s committees are ad hoc and include quasi-standing committees such as the Membership and Service Committee and initiative-based committees that dissolve once they have fulfilled their purpose—such as the Onboarding Committee that drafted this document. To the greatest extent possible, trustees will be assigned to those committees in which they are more interested and have the most to offer. The annual meeting provides the full Council an opportunity to discuss pressing concerns, emergent opportunities, and long-range goals, all of which inform the constitution of new ad hoc committees on which trustees may serve.

### **C. Other Meetings/Votes/Issues**

- 1. Annual Business Meeting:** During the Annual Conference the Society also conducts a “Business Meeting” open to all members. Trustees should endeavor to attend that meeting to be available to members with questions or issues.
- 2. Virtual Council Meetings:** Having received the guidance of the Council at the annual meeting, ad hoc committees will conduct their work in the ensuing months, frequently producing reports and/or recommendations for the consideration of the full Council. As necessary but no less than once a year, the Council will convene virtually to consider and discuss such business and to receive additional updates from the Executive Committee.
- 3. Votes:** Per the constitution, the Executive Committee has the prerogative to discharge routine business without convening the Council. Other issues (e.g. large unbudgeted

expenses, approval of appointments) require Trustee approval. In such instances, Trustees will be asked to vote via an online poll.

#### **D. Fiduciary Responsibility (Reading and Understanding the Treasurer's Report)**

This is the main financial role of Trustees. Although separated out here, it is not intended to be intimidating. You should familiarize yourself with the example (see last year's report contained in the appendix) and consider the advice in the following, but our Society's finances are not exceedingly complex.

Board members are not required to be financial experts - a deep knowledge of non-profit accounting is not required (that's what the Treasurer is for!). However, they are required to be good stewards of the organization's funds, and to use such funds for SMH's tax-exempt purpose of advancing the study of military history.<sup>1</sup>

Board members have a legal fiduciary obligation to the organization they serve. The three fiduciary responsibilities are considered to be the duty of care, the duty of loyalty, and the duty of obedience.<sup>23</sup> These three duties relate back to the financial role a board member plays for the organization.

**Duty of Care:** Make sure all assets are put to good use, including funds but also people and good will.

*What this means financially:* While the board members are not the ones writing checks and may not even have direct access to funds, they do hire or appoint those responsible. They also are deciding the direction of organization, even if they are not the ones directly implementing the day-to-day actions. Board members are responsible for participating and attending meetings, and for oversight to make sure assets are being used strategically.

An example of this is the board approval of the travel reimbursement policy. This policy outlines what expenses or people are eligible for reimbursement and the manner in which funds are distributed, but board members are not actually responsible for carrying that policy out – it's carried out by the employees and reviewed by the independent auditor.

**Duty of Loyalty:** Make sure the assets and transactions are for the advancement of the organization's tax-exempt mission. Any conflicts of interest must be recognized and disclosed.

*What this means financially:* Society for Military History's constitution lays out the goal to "stimulate and advance the study of military history." Actions of all board members, including deciding how and where funds are spent, should be in line with that goal.

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<sup>1</sup> <https://www.smh-hq.org/governance/constitution.html>

<sup>2</sup> <https://www.councilofnonprofits.org/tools-resources/board-roles-and-responsibilities>

<sup>3</sup> <https://trust.guidestar.org/blog/2014/10/17/a-nonprofit-boards-fiduciary-responsibility/>

As part of the duty of loyalty, board members must put the organization first when making financial decisions. This is where conflicts of interest may come into play. Such conflicts are not uncommon - an example might be if a board member has applied for one of the Society's annual awards. In this case, the board member must simply disclose the that conflict exists in accordance with the Society's conflict of interest policy, and remove themselves from any vote on matters that relate to the conflict.<sup>4</sup> In our example, this would mean that the board member shouldn't vote on a winner for an award they have applied for, or vote on other issues relating to that award, such as if there was a proposal during the time they had applied and were eligible for the award to change the amount of the award.

**Duty of Obedience:** Obey federal and state laws, but also follow the organization's bylaws and exempt mission.

*What this means:* Board members probably don't need too much explanation on this duty. Laws and the organizations bylaws were created for a reason – to guide the direction of the Society to fulfill its tax-exempt purpose.

## **E. Conflict of Interest**

Members of the Council, including the Trustees, will be expected to review and sign a Conflict of Interest attestation every two years. The full text of the policy is in Appendix B, but in essence trustees must disclose if they have a financial interest, directly or indirectly, through business, investment, or family via:

- a. An ownership or investment interest in any entity with which SMH has a transaction or arrangement,
- b. A compensation arrangement with SMH or with any entity or individual with which SMH has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SMH is negotiating a transaction or arrangement.

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**Attach Appendices including:**

**Appendix A, containing:**

**1. Preceding two year's Council Minutes**

**2. Preceding year's ED Report**

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<sup>4</sup> <https://www.councilofnonprofits.org/tools-resources/conflicts-of-interest>

**3. Preceding year's JMH editor's report**

**4. Preceding year's Treasurer's report**

**Appendix B: Conflict of Interest Policy and Statement**

**(other reports are not included in this orientation packet)**