

Society for Military History

Articles of Incorporation

As recorded in the District of Columbia Incorporation Record, June 2, 1938, and amended March 24, 1939; February 28, 1944; April 8, 1978; April 2, 1983; April 14, 1984; April 5, 1986; April 9, 1988; March 22, 1991; February 13, 1996, and May 31, 2020. We the undersigned all citizens of the United States, and a majority citizens of the District of Columbia desiring to associate ourselves as a corporation pursuant to the provisions of Subchapter Three (3) of Chapter Eighteen (18) of the Code of Law for the District of Columbia (1940 edition of the Code), do hereby certify as follows:

First. The name or title by which this corporation shall be known in law shall be the Society for Military History.

Second. The term for which it is organized shall be perpetual.

Third. The particular business objects of this corporation shall be 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.

Fourth. The number of its trustees shall be twelve (12), and they shall be known as the Board of Trustees. The Society Council shall consist of the Board of Trustees, Graduate Student Representative, President, Vice President, Executive Director, and Editor.

In testimony whereof, we have this first day of June 1938, hereunto set our hands.

George S. Simonds
A. L. Conger
John R. M. Taylor
C. C. Benson
Charles E. T. Lull

Thomas P. Martin
James Brown Scott
George P. Ahern
Dudley W. Knox
Allen R. Boyd

Constitution of the Society for Military History

ARTICLE I. Membership

Section 1. Classes of membership in the Society for Military History shall be determined by the Society Council.

Section 2. Any person interested in furthering the objectives of the Society for Military History, as set forth in the Articles of Incorporation, may, subject to the approval of the Society Council, become a member upon application and payment of dues determined by the Council.

Section 3. The dues of all membership classes shall be determined by the Society Council. Dues are payable on terms established by the Society Council. Membership is for the term in the agreement and is effective immediately upon receipt of application and payment.

Section 4. All members in good standing shall have the right to attend, participate, and vote in membership meetings, shall be supplied without charge one paper and/or electronic copy of each issue of the *Journal of Military History* according to their membership class and preferences, and shall have such other privileges as may be prescribed by the Society Council.

Section 5. Any member whose dues become six months in arrears shall have their membership suspended.

Section 6. Organizations and institutions shall not be eligible for membership but may obtain institutional subscriptions to the *Journal of Military History* under terms established by the Society Council.

ARTICLE II. Administration

Section 1. The affairs, funds, and property of the Society for Military History shall be managed and controlled by the Society Council except as otherwise delegated.

Section 2. The Society Council shall consist of the Board of Trustees, the Graduate Student Representative, the President, Vice President, Executive Director, and Editor of the *Journal of Military History*.

Section 3. The Society Council shall have the power to suspend or expel members for cause after a proper hearing and to restore them to membership after a suspension or expulsion. The Council will establish and publish procedures and policies related to expected member conduct.

Section 4. In Executive Session, the Board of Trustees, the President and Vice President shall direct the investment and care of the Society's funds. In Executive Session, the Board of Trustees, the President, and Vice President will vote on matters regarding the annual compensation of officers and employees of the Society.

Section 5. The Society Council may authorize such committees, commissions, and boards as it deems necessary in addition to the Executive Committee and to the committees delineated in Article VI.

Section 6. The Executive Committee shall have power to act on all routine matters of management, and such other matters as may be delegated, between meetings of the Society Council.

A. The Executive Committee shall consist of the President, Vice President, Executive Director. The Executive Committee will consult other Society Officers and Committee Chairs as *ad hoc* members of the Executive Committee when necessary. Any *ad hoc* members must be Society members in good standing and approved by a Council majority.

B. The Full Executive Committee should be consulted on routine matters of management concerning the Society. Attendance at Executive Committee meetings may be virtual.

C. The Executive Committee shall provide an interim report to the Society Council for information and affirmation in addition to the Annual Reports, required Article III, Section 7.

ARTICLE III. Officers and Trustees

Section 1. Any member in good standing shall be eligible to hold office, but no member may hold more than one elective office at any one time.

Section 2. The term of office of each newly elected Officer and Trustee shall begin at the moment of adjournment of the annual membership meeting. They may attend the first meeting of the Society Council after their election as observers.

Section 3. The Board of Trustees shall consist of twelve Trustees, elected for a term of four years.

- A. A Trustee must be a member in good standing as set forth in Article I.
- B. A Trustee who fails to attend Council meetings for two consecutive years without cause or written explanation to the Council will be considered forfeited.
- C. Vacancies occurring on the Board of Trustees through death, resignation, non-payment of dues, forfeiture, or election to an elective office will be filled at the next biennial election.
- D. Six of the Trustee positions will be filled in each biennial election, in addition to filling any vacancies which have come open in the previous year.
- E. 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.

Section 4. The Graduate Student Representative shall be a Graduate Student elected to serve on the Society Council for a term of two years.

- A. The Graduate Student Representative must be a member in good standing as set forth in Article I.
- B. The Graduate Student Representative must be a current graduate student in an accredited graduate program in History.
- C. The Graduate Student Representative is limited to serving one two-year term.
- D. The Graduate Student Representative shall be elected by members who are classified as graduate student members of the Society.
- E. In the case that the position is vacated, the President may nominate a temporary representative. The vacancy will then be filled in the normal biennial election cycle.
- F. The Graduate Student Representative will vote on routine matters of Society business as part of the Council. The Graduate Student Representative will not vote on the Society's legal or financial matters.

Section 5. The President and Vice President shall be elected for, and limited to one term of two years.

- A. The President and Vice President must be members in good standing as set forth in Article I.
- B. In the case of the death, resignation, or disability of the President, the last to be determined by the majority of the Society Council (excluding the President), the Vice President shall become interim President and complete the previous President's elected term. He or she may then stand for election as President unopposed at the end of the completed term.
- C. In the case that the Vice Presidency becomes vacant, the Nominating Committee will present two candidates to the Council, which will choose by majority vote one candidate to fill the remainder of the vice-Presidential term. At the next biennial election, the Nominating Committee will nominate two candidates for both Vice President and President to the membership to fill each office.
- D. In the normal course of events, upon completion of the designated term of office, the Vice

President shall run unopposed for the office of President. If the incumbent Vice President declines to run for election as President, or in unusual circumstances, the Nominating Committee shall nominate two candidates, and the Society membership will elect one to the office of President during the biennial election.

Section 6. The Executive Director shall be appointed by the President with the consent and approval of two-thirds of the Board of Trustees, and shall serve for a contract term of no more than five years. Appointment is renewable at the discretion of the Board of Trustees in consultation with the Society President and Vice President.

Section 7. The Editor of the *Journal of Military History* shall be appointed by the President with the consent and approval of two-thirds of the Board of Trustees, and shall serve for a contract term of no more than five years. Appointment is renewable at the discretion of the Board of Trustees in consultation with the Society President and Vice President.

Section 8. The President, Executive Director, and Editor shall prepare and submit an annual report to the Society Council and to the Society Membership in advance of the annual membership meeting. People serving in other positions, elected, appointed, or by employment, may be required by the President or Executive Director to submit an annual report to the Council or Membership.

Section 9. Officers and Employees of the Society will be responsible for the following duties:

- A. The President shall supervise the work of all committees; formulate policies for presentation to the Society Council; execute its decisions; appoint members to such special committees, commissions, and boards as may be authorized by the Council; and sign all documents requiring official certification. The President, when present, shall preside at all meetings of the membership, Board of Trustees, and Society Council.
- B. The Vice President shall preside at meetings of the membership, Board of Trustees, and Society Council in the absence of the President. The Vice President may supervise the work of standing committees, ad hoc committees, and boards as directed by the President or Society Council.
- C. In addition to duties outlined in the Executive Director's job description and contract, the Executive Director is responsible to the President for, and shall keep the President regularly informed about:
 - i. Giving notice of all meetings of the membership and of the Society Council;
 - ii. Disseminating accurate minutes of all meetings of the membership and of the Society Council;
 - iii. Maintaining in their possession an accurate roll of the membership of the Society for Military History and of subscribers to the *Journal of Military History*;
 - iv. Managing all funds of the Society for Military History;
 - v. Receiving directly from members all dues and directly from all sources funds paid to the Society for Military History or any of its committees, boards, agencies, or operations
 - vi. Recording receipts and disbursements and depositing funds and securities in the name of the Society;
 - vii. Maintaining and insuring the preservation of all records, documents, correspondence, books, and property of the Society for Military History except that which he or she expressly entrusts to other persons or agencies;
 - viii. Preparing an annual budget for the approval of the Society Council;
 - ix. Supervising and providing an annual evaluation for each employee of the Society;
 - x. Such other duties as the President, in consultation with the Vice President and Board of Trustees, shall direct.
- D. The Executive Director's accounts shall be audited annually by a person or persons appointed by the President and Vice President and approved by the Board of Trustees.
- E. The Executive Director, with the consent of the President, shall have the authority to delegate portions of their duties to a Treasurer, Secretary, Archivist, or other employee of the Society under the Executive Director's supervision. The Executive Director will maintain current job descriptions and performance standards for any of these positions, whether or not they receive compensation from the Society.

- F. The Editor of the *Journal of Military History* shall be responsible for the publication, storage, and distribution of the *Journal of Military History* and such other publications as assigned. The Editor shall be empowered to grant permission for the reprinting of materials previously published; select Editorial Assistants; and recommend and propose editorial policies to the Editorial Board of the Journal. The Editor shall execute the policies of the Council.
- G. The Parliamentarian, a Trustee so designated by the President and approved by the Society Council, shall supervise the procedure of all membership meetings; advise on the procedure at Society Council meetings; and rule upon questions when differences arise at either.

ARTICLE IV. Meetings

Section 1. The Society Council shall set the tentative date of the annual membership meeting at least one year in advance of that meeting, and the President or other presiding officer shall announce this date at the annual membership meeting.

A. The Executive Director shall see that members in good standing are notified of the time and place of the annual membership meeting at least thirty days before the date thereof.

B. The meeting shall be conducted according to Robert's Rules of Order, under the supervision of the Parliamentarian.

C. All questions in the meeting requiring a vote shall be decided by a simple majority of those voting. There will be no proxies.

Section 2. The meetings and votes of the Society Council shall occur at times and places selected by the President, and may be held in person or virtually as conditions warrant.

A. No member of the Council shall have more than one vote in the transaction of business in Council meetings. Three-quarters of the voting members of the Society Council shall constitute a quorum for the transaction of business. No proxy voting is allowed.

B. All business shall be conducted by those present or through electronic or virtual means as conditions warrant. All questions calling for a vote shall be decided by a simple majority of those present and voting except as otherwise required by this Constitution.

Section 3. Meetings of the Board of Trustees for the purpose set forth in Article III, Section 3, shall be held conjointly with meetings of the Society Council, either in person or virtually as conditions warrant. Eight members of the Board of Trustees shall constitute a quorum for approval of the appointments of the officers specified in Article III, Section 3.

Section 4. At all meetings minutes shall be kept and submitted to all members of the Society Council and committees concerned.

ARTICLE V. Elections

Section 1. A Nominating Committee as constituted by Article VI, Section 1, shall select a slate of candidates for Trustees, Vice President, and President, choosing at least two candidates for each vacancy, except for President, as outlined above in Article III, Section 4. No person shall be a candidate who is not a member in good standing and who has not agreed to serve if elected. The slate of candidates shall be prepared at least two months before the election date, and the Chair of the Nominating Committee shall deliver the slate to the Executive Director for the preparation of the ballot. Candidates for Society offices may also be added to the ballot by written request, signed by at least twenty-five members in good standing and submitted to the Chair of the Nominating Committee. Any such requests must be received at least two months in advance of the election. The Nominating Committee shall add the name to the slate of candidates provided the candidate meets the aforementioned requirements.

Section 2. The Executive Director shall ensure that all eligible voting members receive electronic ballots with instructions for voting and a deadline for the return of ballots.

Section 3. The Executive Director shall tally all ballots received and report results to the Society President.

A. The Executive Director shall notify electees, both Officers and Trustees, of their election at least one month before the annual membership meeting.

B. The Executive Director shall announce the results of the election to the membership via electronic means and the Society newsletter.

Section 4. Society elections shall occur biennially.

ARTICLE VI. Committees

Section 1. All standing committees of the Society shall maintain and make available to the Society Membership a document that outlines the Committee's responsibilities and standard operating procedures. These documents should be reviewed and approved by the Society Council every four years or when substantive changes are made.

Section 2. The Nominating Committee shall consist of three members in good standing who hold no other office. Appointments will be for six years, with one new member selected at the end of the sitting President's first year in office. The President shall nominate two candidates for the impending vacancy on the Nominating Committee, and the Board of Trustees will elect, by simple majority, one of the two candidates nominated. In the event of a tie, the Vice President will cast the deciding vote. The Nominating Committee shall perform duties as delineated in Article V, Section 1.

Section 3. The Procedures Committee shall consist of two Trustees and at least one other member in good standing. Members will be nominated by the President and approved by a majority of the Board of Trustees. The Chair will be designated by the President. The Procedures Committee is responsible for reviewing and making recommendations regarding the Society's bylaws. The Procedures Committee works with the Executive Committee, to advise committees and working groups on establishing standard operating procedures in accordance with the Society's bylaws. The process by which the Constitution can be amended is outlined in Article VIII. The Committee shall consider and initiate proposals for amending the Certificate of Incorporation and the Constitution of the Society for Military History and report with recommendations to the Society Council.

Section 4. The Editorial Advisory Board of the Journal of Military History shall consist of not more than fifteen members. Appointments will be recommended by the President in consultation with the Editor and subject to approval by a simple majority of the Board of Trustees. Appointments will be for three years, with one third of the editorial board being appointed each year. Members of the board may serve two consecutive terms subject the recommendation of the Editor and Board of Trustees approval. The Executive Editor may choose, in consultation with the President, to designate any member of the Board as its chair. The Editorial Advisory Board shall advise the Society Council on publications matters and shall provide guidance and assistance to the Editor on the contents of the journal. Legal and financial matters involving the Journal of Military History shall go before the Society Council for discussion and decision.

Section 5. The Society Council may by simple majority vote, establish or dissolve any committees not included in the Society Charter that it deems necessary for the conduct of Society business. The duration, composition, and functions of each *ad hoc* committee shall be determined by the Society Council at the time of its establishment. Each *ad hoc* committee shall, in consultation with the President, Vice President and Procedures Committee and with the approval of the Society Council establish Standard Operating Procedures for the committee. These documents should be reviewed and approved by the Society Council every four years or whenever substantive changes are made.

Section 6. All Committees and Boards will keep suitable records of their proceedings. An appropriate report of these proceedings shall be made at the annual membership meeting. Committees may consult with Society Officers and Trustees about the conduct of their business.

ARTICLE VII. Amendments

Section 1. The Society Council, in consultation with the Constitutional Committee when established, shall receive and consider suggested amendments to the Articles of Incorporation and Constitution from other officers and the membership and, at its discretion, place such amendments before the entire membership for vote by ballot. The Executive Director shall include the text of proposed amendments and any explanation required in their notification to the membership.

Section 2. The Articles of Incorporation may be amended by a two-thirds majority of those members returning ballots. Any amendments approved by the membership shall be duly entered with the District of Columbia Government by the President and Executive Director.

Section 3. The Constitution may be amended by a simple majority of those members returning ballots.

Last revision: May 31, 2020