

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; and February 13, 1996. 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, 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. All members in good standing shall have the right to attend, participate, and vote in membership meetings, shall be supplied without charge one copy of each issue of the Society's journal and shall have such other privileges as may be prescribed by the Society Council.

Section 4 The dues of all membership classes shall be determined by the Society Council after receipt of recommendations from the Finance Committee. Dues are payable in advance on the first day of each year. New memberships shall become effective at the beginning of the calendar year in which application is received, or, at the applicant's discretion, the beginning of the following year.

Section 5. Any member whose dues become six months in arrears shall be suspended.

Section 6. Organizations and institutions shall not be eligible for membership.

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, and of the President, Vice President, Executive Director, and Editor. It 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** It 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. Past Presidents shall have ex-officio status as members of the Society Council for two years subsequent to their term as President.

Section 3. The Society Council shall direct the investment and care of the Society's funds. The Council may grant annual stipends to appointed officers to compensate them for their work.

Section 4 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, Editor, committee chairs, and such ad hoc members as appropriate.

B. The Executive Committee shall meet at the call of the President or Acting President and an attendance of three members shall constitute a quorum.

C. Minutes or memoranda of all proceedings of the Executive Committee shall be kept and copies provided to all members of the Society Council for information and affirmation.

ARTICLE III. Officers

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

A. A Trustee shall be eligible for a maximum of two consecutive elected terms.

B. In the normal course of events, upon completion of their 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 Nominations Committee shall propose two candidates from which the membership will elect one to the office of President.

C. The President shall serve one term of two years (vice four years). The Vice President shall serve one term of two years (vice four years).

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 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 terms of four years each. A Trustee must be a member in good standing as set forth in **ARTICLE I**. The office of a Trustee who fails to attend Council meetings for two consecutive years without cause or written explanation to the Council will be considered forfeited. Vacancies occurring on the Board of Trustees through death, resignation, non-payment of dues, or election to an elective office will be fulfilled at the next annual election.

Section 4 The President and Vice President shall be elected for terms of two years each. 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 term of four years unless otherwise determined by a majority of the Board of Trustees. Appointment is renewable at the discretion of the appointing authorities. The Editor shall serve for a term of four years, unless otherwise provided, with appointment renewable at the discretion of the appointing authorities. The President, Executive Director, and Editor shall prepare and submit an annual report for the approval of the membership during the annual membership meeting.

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. In the case of the death, resignation, or disability of the President, the last to be determined by the majority of the Society Council, the Vice President shall succeed to the Presidency. The Vice President shall chair the Program Committee and perform such other duties as assigned by the Society Council.

C. The Executive Director is responsible to the President for, and shall keep the President regularly informed about:

1. Giving notice of all meetings of the membership and of the Society Council;
2. Keeping accurate minutes of all meetings of the membership and of the Society Council;
3. Maintaining in his or her possession an accurate role of the membership of the Society for Military History and of subscribers to the Society's journal;
4. Managing all funds of the Society for Military History;
5. 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;
6. Recording receipts and disbursements and depositing funds and securities in the name of the Society;
7. 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;
8. Preparing an annual budget for the approval of the Society Council;
9. Such other duties as the President shall direct.

The Executive Director's accounts shall be audited annually by a person or persons designated by the Society Council. The Executive Director with the consent of the President shall have the authority to delegate portions of his duties to a Treasurer, Secretary, and/or Archivist, who shall be officers of the Society under his or her supervision.

D. The Editor shall be responsible for the publication, storage, and distribution of the Society's journal and such other publications as may be assigned. He or she shall be empowered to: grant permission for the reprinting of materials previously published; select Editorial Assistants; and recommend and propose editorial policies to the Society Council. He or she shall execute the policies of the Council.

E. The Parliamentarian, a Trustee so designated by the President, shall: supervise the procedure of all membership meetings; advise on the procedure at Society Council meetings; rule upon questions when differences arise at either; and chair the Constitutional Committee whenever such is established.

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 a notice of the time and place of the annual membership meeting is mailed to each member in good standing at least thirty days before the date thereof. The presentation of this notice shall certify the member's eligibility to vote at the meeting.

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

C. Fifty members shall constitute a quorum.

D. 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. Special membership meetings may be called by the President and shall be called by him or her within sixty days upon receipt of written request signed by twenty-five members in good standing. Notice of the time, place, and purpose of special meetings shall be mailed by the Executive Director to all members in good standing not less than thirty days before the date thereof. Quorum and procedures will be as for an annual membership meeting.

Section 3. The meetings of the Society Council shall occur at times and places selected by the President, except that special meetings shall be called by him or her within sixty days upon written request of six members of the Council. Notice of the time, place, and agenda at all Society Council meetings shall be mailed by the Executive Director to each member of the Council not less than fifteen days before the date thereof.

A. No member of the Council shall have more than one vote in the transaction of business in Council meetings. Eight members of the Society Council shall constitute a quorum for the transaction of business.

B. All business shall be conducted by those present; proxy voting shall not be permitted. 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 4. Meetings of the Board of Trustees for the purpose set forth in **ARTICLE III, Section 4**, shall be held conjointly with meetings of the Society Council. Six members of the Board of Trustees shall constitute a quorum for approval of the appointments of the officers specified in **ARTICLE III, Section 4**.

Section 5. 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 shall select a slate of candidates for Trustees, Vice President, and President, choosing at least two candidates for each vacancy except, at its discretion, for the Presidency and/or Vice Presidency when a serving President and/or Vice President is running for re-election. 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; the same shall be delivered to the Executive Director for the preparation of the ballot. Upon receipt before the preparation of the ballot of a written request signed by at least fifteen members in good standing, the Nominating Committee shall add the name requested to the slate of candidates.

Section 2 The Executive Director shall authorize the mailing of ballots to all eligible voting members with the notice of the time and place of the annual membership meeting, and with a request that votes be returned to him or her immediately.

Section 3. The Executive Director shall deliver the returned ballots unopened to the Chair of a Tellers' Committee.

Section 4. The Tellers' Committee shall open and tally all ballots received.

A. The Chair of the Tellers' Committee shall notify electees, both Officers and Trustees, of their election at least one week before the annual membership meeting.

B. The Chair of the Tellers' Committee shall announce the results of the election to the membership assembled for the annual meeting.

Section 5 One-half of the Trustees shall be regularly elected in each biennial election. In addition, unexpired terms created by vacancies shall be filled at either regular biennial elections or special annual elections, whichever occur first.

ARTICLE VI. Committees

Section 1 The Nominating Committee shall consist of three members in good standing who hold no other office, to be nominated by the President and elected by a simple majority of the Society Council. The Committee shall elect its Chair from within its membership. Members shall serve three year terms, one elected each year. The Committee shall perform duties as delineated in **ARTICLE V, Section 1.**

Section 2. The Tellers' Committee shall consist of three members and three alternates in good standing who hold no other office, to be nominated by the President and elected by a simple majority of the Society Council. The Committee membership shall serve for a three year term; one elected each year, and shall elect its Chair from within the membership. The Committee shall perform duties as delineated in **ARTICLE V, Section 4.**

Section 3 The Finance Committee shall consist of three members in good standing and the Treasurer (if appointed) and the Executive Director of the Society who shall be the Chair of the Committee. The Committee shall advise the Society Council on the financial affairs of the Society for Military History. Members shall be recommended by the Executive Director, appointed by the President, and serve three year terms, one new member to be appointed yearly.

Section 4 The Constitutional Committee, when established, shall consist of two members in good standing and the Parliamentarian, who shall serve as Chair of the Committee. The Committee, when active, 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. Members shall be recommended by the Parliamentarian and appointed by the President.

Section 5 The Program Committee shall consist of the Vice President as Chair and the eight duly appointed Regional Coordinators as members. The terms of Committee members shall coincide with their election as Vice President or appointment as a Regional Coordinator. The Committee shall: a. initiate and coordinate the participation of the Society in joint or coordinated sessions, luncheons,

etc., at the meetings of other historical organizations; b. promote the inclusion of military history-related sessions at the meetings of other historical organizations; c. recommend to the President and Executive Director regional military history-related meetings, symposia, conferences, and other public activities for endorsement and possible financial support by the Society; and d. oversee such aspects of the program for the annual meeting of the Society as may be delegated to the Committee by the President.

Section 6. The Awards Committee shall consist of up to five members in good standing, to be nominated by the President and elected by a simple majority of the Society Council. The term of membership shall be three years with one member elected each year. The Committee shall elect its Chair from within its membership. The Committee shall establish criteria for and promulgate awards including fellowships, other honors, and prizes awarded in the name of the Society as well as affiliated bodies.

Section 7. The Editorial Advisory Board shall consist of not more than eighteen members. Appointments will be for three years and will be made by the President upon recommendation by the Editor or other members. A Chair shall be nominated by the President and confirmed by the Society Council. 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.

Section 8. The Long-Range Planning Committee shall consist of the last three Presidents of the Society, the senior of whom shall serve as Chair, and two members in good standing, to be nominated by the President and elected by a simple majority of the Society Council. The senior President Emeritus shall be replaced every two or four years by the President Emeritus who has just completed his term of office as President. The two elected members of the Committee shall serve for a term of four years, with one such member elected every two years. The function of the Long-Range Planning Committee shall be to consider all aspects of the future growth, structure, procedures, and policies of the Society, and to recommend to the Society Council such plans, programs, and policies as may improve the overall well-being of the Society.

Section 9. The Membership Committee shall consist of up to seven members in good standing, to be nominated by the President and elected by a simple majority of the Society Council. The term of membership shall be three years. The Committee chair shall be appointed by the Executive Director. The Regional Coordinators shall serve as ex-officio members of the Committee. The Committee shall advise the Society Council on ways to increase membership and enhance the benefits of membership.

Section 10. The George C. Marshall Lecture Committee shall consist of up to five members in good standing, to be nominated by the President and elected by simple majority of the Society Council. The term of membership shall be three years. The Vice President shall chair the Committee and be the sixth member. A representative of the George C. Marshall Foundation, selected by the Foundation, shall be an additional member. The Committee shall select the George C. Marshall Lecturers and, in coordination with the Society leadership and the George C. Marshall Foundation, arrange for the lecture to be given at a major historical organization with preference to the American Historical Association annual meeting.

Section 11. The Society Council may, at its discretion and by simple majority vote, establish such *ad hoc* committees as it may deem 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.

Section 12. All Committees and Boards will maintain suitable records of their proceedings. An appropriate report of these proceedings shall be made at the annual membership meeting.

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 membership for vote by mail ballot. The Executive Director shall include the texts of proposed amendments to be voted on in the mailing. Should twenty-five or more members in good standing petition the Society Council at least forty-five days before the vote for Trustees, Vice President, and President, requesting a particular amendment to be put to a vote, the amendment shall be put to the membership by mail ballot.

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.

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