

## BYLAWS OF THE AMERICAN SOCIETY OF CHURCH HISTORY

*Approved at the ASCH Business Meeting, December 6<sup>th</sup>, 2018*

### Article I. Duties of Officers

**Section 1. Duties of the President** shall include but not be limited to the following: preside at every meeting of the Society, chair the Council, and convene the Council by conference call as many as four but no fewer than two times in his or her year as President. The President shall, in consultation with the Executive Secretary, Treasurer, and the Chairs of the standing committees, set the agenda for the annual Council meeting as well as for the occasional meetings of the Council, and also for the Business Meeting. The President shall participate in the annual review of the Executive Secretary, the Treasurer, and any currently serving paid Staff. When it is time to appoint a new editor for *Church History* the President shall appoint and chair a committee to secure a new editor. The President shall from time to time appoint a committee to review the editor of *Church History*. He or she shall provide leadership for the Society and faithfully represent the Society during his/her term of office. He or she is empowered to appoint special committees or task forces as needed, and in consultation with the Treasurer and the chair of the Finance Committee, may expend Society funds in amounts not to exceed \$500.00 per event. In cooperation with the Council, the President shall determine when it is appropriate for the Society to hold spring meetings and he or she will appoint a program committee for such meetings, with the Executive Secretary handling planning logistics. The President shall also deliver the annual Presidential Address.

**Section 2. Duties of the President-Elect** shall include but not be limited to the following: preside in the absence of the President at meetings of the Society and of the Council, preside at the session of the annual meeting in which the Presidential Address is given, and oversee arrangements for the next annual meeting (i.e., appoint and chair a Program Committee, issue a “Call for Papers,” and negotiate joint sessions with other professional groups).

**Section 3: Duties of the Past-President** shall be to chair the Nominating Committee

### Article II. Duties of Staff

**Section 1. Duties of the Executive Secretary:** The Executive Secretary shall handle responsibilities for planning the annual meeting and, under the direction of the President, Council, and a special program committee, handle logistics for spring meetings. The Executive Secretary shall manage the nominating and election process as outlined below. The Executive Secretary shall distribute Council and Committee communications as outlined below. The Executive Secretary shall take minutes at all meetings of Council, whether at the annual meeting or at telephone conferences, and post minutes on the ASCH website within thirty days of any and all such meetings. The Executive Secretary shall maintain the website, maintain ASCH’s relationships with other learned societies, archive necessary material in the ASCH archive, and handle the Society’s correspondence (telephone, email, and post).

A candidate for the position of Executive Secretary shall be recommended to the Council by a committee consisting of the three presidential officers and two members of Council appointed by the President. The term of the Executive Secretary shall normally be five years. Each year at the annual meeting the three presidential officers shall meet with the Executive Secretary to review his or her performance in the previous year and to make recommendations for the future. If in two successive years the Executive Secretary receives seriously and substantially negative reviews, the review committee may recommend to the Council removing the Executive Secretary from office. Each year, within thirty days of the annual meeting, the review committee shall distribute a written report of their meeting with the Executive Secretary to the Council.

**Section 2: Duties of the Treasurer:** The Treasurer shall manage membership and the routine financial administration of the Society's accounts. He or she shall keep an up-to-date list of members, send members reminders to pay their dues, and, in cooperation with the Membership Committee, develop and pursue strategies for attracting new members and retaining existing ones. He or she shall also disburse funds as needed and in a timely fashion, report monthly to the Finance committee on the assets and cash-flow of the Society, and secure and oversee an annual audit by an external auditor. In consultation with the Finance Committee the Treasurer shall prepare an annual budget for the Society. The Treasurer shall submit said budget to the Executive Secretary for distribution to the Council at least thirty days before each annual meeting. The Treasurer shall also prepare an executive summary of the full budget for distribution to the membership at the Business Meeting.

The candidate for the position of Treasurer shall be recommended to the Council by a committee consisting of the chairs of the Finance, Investment and Nominating Committees, the President and the Executive Secretary. The term of the Treasurer shall be between three and seven years, the term to be determined at the time of appointment. The Treasurer shall be reviewed annually, preferably at the annual meeting, by the President and by the chairs of the Finance and Investment Committees. The review shall be based on the position description for the office of Treasurer. Within thirty days of completing their review, the reviewers shall submit a written report to the Council.

**Section 3. Duties of the Editors of Church History** shall include but not be limited to the following: manage the journal under the direction of the Council, maintaining standards of scholarly publication and fiscal responsibility commensurate with the traditions and character of the Society, designate with the approval of the Council an advisory board to assist them as they see fit, and work with the Council as needed on other publication projects of the Society.

When it is time to appoint a new editor of *Church History* the President shall appoint and chair a committee consisting of at least three members of the Council and as many as three members of the Society who have particular expertise or experience relevant to the selection of an editor. The committee shall solicit proposals identifying candidates for the editorship and institutional homes for the journal and shall nominate two or more proposals to the Council. Candidates must be members in good standing. The Council shall, either at an annual meeting or by means of a conference call, deliberate on the proposals and choose one to provide an editor and home for *Church History*. The normal term for an editor shall be five years and reappointment is possible. An editor may, in consultation with the President and the Council, appoint one or more associate editors, who must also be members in good standing. There must always be one lead editor who represents the journal on the Council and who reports to the membership on the journal. Associate editors shall serve at the pleasure of the editor. At the end of his or her second and fourth years of service the editor shall be interviewed by a committee of three members of Council appointed by the President. The editor shall be assessed on the timely production of the journal, the efficient management of the journal office, and the wise use of funds generated by and expended on the journal. At the conclusion of the fourth-year review the committee shall recommend that the Council reappoint the current editor or launch the search process for a new editor.

#### **Section 4: Assistants to the Staff**

The Council may from time to time appoint assistants to members of the staff who will serve for terms and under conditions specified by the Council. Such assistants will collaborate with members of staff but will report to the Council.

#### **Section 5: Appeals**

If in the course of regular annual reviews a review committee should recommend that a member of staff be removed from office, that member may appeal in writing to the Council. The Council may appoint a sub-committee to hear, evaluate, and act on the appeal. An appeal should be heard and acted upon promptly, within three months if possible.

### **Article III. Duties of the Council**

**Section 1.** Management of the Society shall be vested in a Council consisting of seventeen individuals: the three presidential officers, the chairs of the four standing committees (Membership, Prizes and Awards, Finance, and Investment) not chaired by the President-elect (Program) and the Past President (Nominating), six members at large, one graduate student appointed by the Council for a term of one or two years, and the three staff members (Executive Secretary, Treasurer, Editor of *Church History*), who shall have voice but not vote. Two of the six members at large shall be elected each year for a term of three years. A member at large who has served a full term of three years shall be eligible for re-election to the Council only after one year has elapsed. A member at large elected to complete an unexpired term may be re-elected to a full term immediately.

**Section 2.** Members of Council shall possess, exercise and perform, as the case may be, all of the rights, powers, privileges, immunities, and duties conferred upon members or directors of the corporation by law or the articles of organization. Each Councilor shall have a duty to attend all regular, annual, and special meetings of the Council either in person or by conference call.

**Section 3.** The Council shall meet at the time of each meeting of the Society and at such other times as it or the officers of the Society may determine, for the transaction of business and the fulfillment of its responsibilities according to Article IV of the Constitution. The Council shall vote and act for the Society in annual meetings or in conference calls when a quorum of no fewer than nine members is present. No member shall be represented by a proxy.

**Section 4.** The Council may make such rules for its own action as it deems wise, provided these are not inconsistent with the Constitution or the Bylaws.

**Section 5.** The Council shall report to the Society at each of the Society's annual meetings, and at other meetings in its discretion, concerning essential actions of committees and business of importance transacted by it. At each annual meeting the Executive Secretary shall schedule a business meeting for the Society. Interested parties may attend but only members in good standing, that is members whose dues are current, may speak and vote. For the purpose of making decisions on behalf of the Society a quorum of not less than thirty members is required. The Business Meeting shall receive reports from Council on actions and decisions taken by the Council and shall receive recommendations from the Council on actions and decisions to be taken by the membership at large as represented by those present at the Business Meeting.

### **Article IV. Duties of the Committees**

#### **Section 1. Standing Committees**

Upon recommendation of the Nominating Committee there shall be six members on each committee with the exception of the Investment Committee. With the approval of the Council, and with the exception of the Program Committee, the committees described below shall be elected by the Society for terms of three years. The chairs of the standing committees shall be members of the Council and shall report to the Council on the work of their committee in the previous year, or in periods prior to occasional meetings. Committee chairs shall submit to the Executive Secretary by November 30 written materials summarizing their committee's work in the previous year. The Executive Secretary shall distribute these reports, along with the Treasurer's report, to members of the Council at least thirty days before the annual meeting. With the exception of the Program

Committee, chaired by the President-Elect, and the Nominating Committee, chaired by the Past-President, the committees shall choose their own chairs. Terms on committees normally shall be three years. Once it becomes practicable after the implementation of new governance rules, the terms of Committee service will be staggered so that committees do not turn over all at once; thereafter the Nominating Committee shall submit nominations as needed.

**a. Nominating Committee:** Chaired by the Past-President, this committee shall nominate candidates for President-Elect, for elected council positions, and for membership on the standing committees. The chair of this committee, after consulting with members of the committee, shall participate in the appointment of a Executive Secretary, and/or Assistant Secretary(ies), and/or a Treasurer when such appointments are in prospect.

**b. Program Committee:** This committee, chaired by the President-Elect, shall prepare a program for the annual meeting. The chair of the committee shall consult with the Executive Secretary about due-dates for the submission of program materials. The committee shall complete its work by the settled-upon due dates and submit all relevant material to the Executive Secretary for appropriate posting and dissemination.

**c. Membership Committee:** This committee has two continuous and crucial tasks: (1) Retain current members and re-capture lapsed ones; (2) Identify and recruit new members. It shall work in close cooperation with the Treasurer.

**d. Prizes and Awards:** This committee shall decide on the winners of the Society's book and other prizes and choose the recipients of travel bursaries to the annual and/or spring meetings. The chair of the committee shall consult with the Executive Secretary concerning the timely acquisition of books and articles for the various prizes. In any year when there is an unusually large number of submissions or when particular expertise might be helpful to the committee's deliberations, the chair, in consultation with the committee members, may invite additional Society members in good standing to join the committee. As a courtesy, the chair should notify the President and the chair of the Nominating Committee when members are added pro tempore to the Prizes and Awards Committee.

**e. Finance Committee:** In regular consultation with the Treasurer, the Finance Committee shall have primary responsibility for overseeing the Society's finances in all respects. The Treasurer shall annually submit a prospective budget to the Finance Committee for review and approval before the budget is sent to the Executive Secretary for distribution to the Council. This committee may make substantive recommendations to the Council and to the Business Meeting about resource allocation, objectives and financial policies. The Finance Committee shall also take the lead in development and fund-raising. In consultation with the President and Council the Chair of the Finance Committee may appoint other members in good standing to perform or assist in the work of development and/or fund-raising.

**f. Investment Committee:** This committee shall normally consist of three members, one of whom will serve as chair. The Committee may, in consultation with the President and the chair of the Nominating Committee (i.e the Past-President), expand its membership to achieve a greater diversity of views or to incorporate specific kinds of expertise. Added members, if any, may serve temporarily or on year-over-year terms. The Investment Committee shall focus on the Society's various endowments and shall report regularly at the Finance Committee and at least annually to the Council on the performance of the endowments.

**Article V: Election Procedures:** In each year there will be an election for President-elect and for two members of Council.

**Section 1. President-Elect Election procedure:** Each year the Nominating Committee shall nominate at least two but not more than three members for election as President-Elect. Nominees should be active members of some years' standing who are recognized scholars and who have held leadership positions in the Society. The Nominating Committee will notify the Executive Secretary by July 1 of its slate of candidates. The Executive Secretary shall solicit from those nominated a one-page curriculum vitae and a brief statement of that candidate's vision and aspirations for the Society. On September 1 and again on October 1 the Executive Secretary shall distribute to all active members the submitted materials and on or about October 15 the membership shall be invited to vote for their preferred candidate. On October 22 and 29 members will be reminded of the election. Balloting shall close on October 31. The Executive Secretary shall assemble the ballots and share them with the Nominating Committee. On certification of the results by the Committee, the elected candidate shall be notified. After his/her acceptance of the election the membership shall be notified. Only the Executive Secretary and the Nominating Committee shall know how many ballots were cast and how many votes each candidate received.

Prior to July 1 any three active members may, by signed letter, nominate any member in good standing as defined above for the office of President-Elect. Such letters must be addressed to the chair of the Nominating Committee. Letters may be submitted by digital means.

If there are three or more candidates and no one candidate receives more than 40% of all votes cast, a run-off election will be held between the two candidates receiving the highest vote totals. If there are more than two candidates receiving the highest vote totals as a result of a tie vote between two candidates, then all candidates receiving the highest vote totals shall be included in the run-off election. To illustrate: 500 votes are cast and candidate "X" receives 300 votes. She or he is elected. Or, 500 votes are cast and candidates "A" and "B" receive 190 and 170 votes respectively. They will participate in a run-off. Or 500 votes cast and candidates "A," "B," and "C" receive 190, 155, and 155 votes respectively. All three will participate in a run-off.

**Section 2. Council Election procedure:** Electoral procedures shall be as those outlined above for the President-Elect. The Nominating Committee shall nominate a slate of no fewer than four regular members as candidates for two of the six elected Council positions. The Committee shall also recommend to Council two or three graduate students who are members in good standing and the Council will choose one of them to serve on the Council for a term of one or two years. A minimum of three active members may nominate any member in good standing for election to the Council by notifying the Nominating Committee by mail or electronic means.

## **Article VI. Interest Groups**

**Section 1.** Members in good standing with a common interest in a particular area of church history may petition the Council for recognition as an interest group. The petition shall include the name of the proposed interest group, a statement of purpose, the particular area to be stimulated and developed, bylaws or some other statement of organization (including provisions for the selection of officers), and a statement of how formation of this interest group will benefit the American Society of Church History.

**Section 2.** Interest groups will determine their own criteria for membership, which need not include membership in the American Society of Church History.

**Section 3.** An interest group may assess dues for its own activities and may have the entire management and control of said funds.

**Section 4.** Interest groups will be entitled to a minimum of one session at the annual meeting. Additional sessions at the annual meeting and at the spring meeting will be at the discretion of the respective Program Committees.

**Section 5.** Interest groups must be open to all interested members of the American Society of Church History and must restrict their activities to the scholarly pursuit of knowledge.

**Section 6.** Council may withdraw recognition from an interest group for good and sufficient reasons.

**Article VII. Amendments**

These Bylaws may be amended at any duly constituted business meeting of the Society by a two-thirds majority of the members present and voting.