

ALABAMA HISTORICAL ASSOCIATION

BYLAWS

ARTICLE 1 - INCORPORATION

The Alabama Historical Association was organized in early 1947 as an unincorporated association. Its Executive Committee voted with authority of the Association in Mobile on April 17, 1998 to incorporate as a not-for-profit corporation and such incorporation was filed April 22, 1998 in Jefferson County, Alabama.

ARTICLE 2 - PURPOSES

The purposes of this Association are to:

- a) Discover, procure, preserve, publish, enjoy and diffuse whatever may relate to, but not limited to, the national, civil, social, literary, cultural, economic, educational and political history and the built environment and historic sites of the State of Alabama and surrounding geographical areas.
- b) Promote social and professional interaction among historians of all levels and degrees of interests.
- c) Encourage and cooperate with local historical groups, libraries and archival facilities in their effort to develop and preserve the history and historical materials of their representative areas of Alabama.
- d) Encourage dependable and quality repositories to collect, receive and preserve letters, documents, photographs, art work, books, records, artifacts and all types of memorabilia pertaining to the purposes of this Association as expressed in subparagraph (a).

ARTICLE 3 - MEMBERSHIP

- a) Active Membership. Any person may become an active member of this Association upon payment of annual dues as established from time to time by the Board of Directors, and the current membership application properly filled out, and submitted to the membership secretary, and accepted by the Executive Committee. The Executive Committee has the authority to refuse membership or to terminate one already established if the referenced Committee first deems such action in the best interest of the Association.
- b) Student Membership. Any person regularly enrolled as a student in an accredited educational institution may become a student member of this Association providing that the

application has been authenticated by the principal or faculty advisor, or other adequate proof of enrollment is submitted, and provided, further, that such person has paid the annual dues for that category of membership established from time to time by the Board of Directors (Board).

c) Family Memberships. Family membership may apply to not more than two adult persons of one household. The family membership dues may differ from regular active membership and the household of the family membership shall receive only one copy of each issue of The Alabama Review and Newsletter. Otherwise a family membership member has all of the benefits accrued to a regular active membership.

d) Institutional Membership. Any school, college, historical society, museum, library or similar organization may become an institutional member of this Association upon payment of the dues for that category (and any applicable sub-category) of membership established from time to time by the Board. The Board may establish sub-categories of Institutional Members and may establish different levels of dues for each sub-category.

e) The Board of Directors may from time to time, if it so determines such is warranted, establish other types of memberships.

ARTICLE 4 - DUES

The Board of Directors shall have full and sole authority to establish classifications and dues structures of membership categories of the Association.

ARTICLE 5 - VOTING

Each active member and student member shall have one (1) vote. Family membership shall have up to two (2) votes, if, in fact, there are two adults in the family. Institutional members shall have no voting privileges.

ARTICLE 6 - MEETINGS OF THE ASSOCIATION

a) The Annual Meeting of the Association shall be held during the Spring in some location in Alabama. New members of the Board of Directors and Officers for the new term will be elected at the Annual Meeting and the term of all elected officers shall begin with the adjournment of the annual meeting.

b) The Association may hold an annual Pilgrimage in the fall in some location in Alabama.

c) The Association shall meet at such other times and locations as may be determined by the Time and Place Committee.

c) Special meetings of the Association may be called by the Board of Directors, by the President or by a Vice President; and shall be called by the President or a Vice President or the Secretary upon the written request of voting members (i.e. active members, and student members, and members of family memberships) having no less than five percent (5%) of the votes held by all the voting members.

ARTICLE 7 - POWERS OF THE BOARD OF DIRECTORS

Powers. Except as otherwise provided herein, or otherwise in accordance with the Articles of Incorporation, ordered or directed by the Association, all powers of the Association are hereby vested in a Board of Directors.

ARTICLE 8 - BOARD OF DIRECTORS

a) The Board of Directors shall consist of the following:

(i) The executive officers of the Association and the immediate past president,
and

(ii) Twenty-four (24) active members of the Association which shall have a substantial representation of both academic and non-academic fields. The Nominating Committee for 1998/1999 shall establish in proper order and form the evenly distributed staggered terms by assigning new nominees to the Board terms whereby there shall be an evenly annual distribution of active members on the Board going off and coming on, or as near as possible to such. Each Director shall be elected for a term of three (3) years and shall not be eligible for another term of any type until one full year has elapsed since the expiration of the referenced previous three year term; however, during such one year period, the former director may serve as an officer of the Association. If the director has just completed serving in an unfinished part-term directorship of one year or less duration, he/she would be eligible for an immediate three year term without the break of one year; otherwise the given director must wait until the one year elapses from the date his/her partial term expires before again serving as a director.

(iii) A vacancy in the term of a Director shall be filled by the action of the Board of Directors by its election of a Director for the unexpired portion of the term.

b) Ex-officio members of the Board of Directors, who shall not have the right to vote, shall be the Editor of the *Alabama Review*, Editor of the *AHA Newsletter*, and such others as the Board of Directors may appoint. Ex-officio members are encouraged to attend Board of Directors meetings and have input in the deliberations of the Board.

c) The Board of Directors shall meet at least annually on such a date, at such time and place that may be selected by the President provided that the date comes within sixty (60) days following the annual meeting. The Board of Directors shall hold special meetings upon the

call of the President or the call of the Executive Committee. If two-thirds (2/3) of the members of the Executive Committee deem that an emergency is confronting the Association, then the President shall call a special meeting of the Board of Directors at the earliest reasonable date. Special meetings of the Board of Directors shall be preceded by a written notice to each Director posted in the United States Mail, first class postage prepaid, not less than ten (10) business days prior to said meeting. The Secretary shall transmit said notice to each Director upon being informed of such a meeting. Any director may waive notice to him/her in writing.

d) Sixteen (16) Directors and officers shall constitute a quorum of the Board of Directors for the purpose of transacting all business of the Board of Directors unless specifically provided otherwise by the Association sitting in a duly held meeting of the Association.

e) Any Director who misses two (2) consecutive Annual meetings of the Board of Directors without a valid excuse, satisfactory to the officers of the association, shall be considered to have constructively resigned as a Director of the Association and his or her place shall be filled by election as set forth in (a)(iii) above.

f) The Board of Directors whether directly or through the Executive Committee, shall supervise all activities and functions of the Association and generally promote of the welfare and growth of the Association.

g) The Board of Directors shall have an Executive Committee composed of the Association's officers and the immediate past president, and two Directors, elected by the Board from the Board's non-officer membership. Members of such Executive Committee shall be entitled to serve on such terms and under such conditions as shall be established from time to time by the Board of Directors, otherwise stated in the Articles of Incorporation, or in the Bylaws of the Association, or as directed by the Association.

h) The Executive Committee shall meet at least quarterly on dates and times, and at places determined and announced by the President within thirty (30) days of his/her assuming office.

ARTICLE 9 - OFFICERS

a) The officers of the Association shall consist of a President, a President-Elect/ Vice President, a Secretary, a Membership Secretary, a Treasurer and any other executive officers the Board of Directors may establish. The office of President shall be rotated so as to give comparable balance between academic and non-academic members.

b) All officers shall be elected by the members of the Association from the membership at large at a meeting held during the Annual Meeting of the Association.

c) All officers who are not members of the Board of Directors at the time of their election shall, by virtue of such elected position, be members of the Board of Directors. Election

of a Director as an officer shall create a vacancy on the Board of Directors, which vacancy shall be filled as set forth in Article 8a(iii) above.

d) All officers shall be elected for terms of one (1) year each. After having served as President or Vice President, for one (1) term that person shall not be eligible for re-election to the same office, until a period of two (2) years have elapsed. The Secretary, Membership Secretary and Treasurer may serve as many consecutive terms as the Association elects them.

e) The officers of the Association shall also be officers (in the same capacity, respectively) of the Board of Directors and the Executive Committee.

ARTICLE 10 - DUTIES OF OFFICERS

a) The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee. The President shall be the Chief Executive Officer of the Association and shall perform such duties as usually appertain to the office or as may be assigned by the Association or the Board of Directors.

b) The Vice President shall perform such duties as may be assigned to him or her from time to time by the Board of Directors or the President. The Vice President shall chair the Time and Place Committee. In the absence or disability of the President, all authorized duties and obligations of that office shall devolve upon the Vice President in their respective order of precedence during, but only during, such absence or disability of the President.

The Vice President in good standing shall after serving one year as Vice President, move to the office of President, when elected by the membership of the Association.

c) The Secretary shall keep or have kept the Minutes of all meetings of the Association, the Board of Directors, and the Executive Committee, shall perform all other duties that usually appertain to the Offices of Secretary and Executive Director and also duties that may be assigned to the Secretary by the Board of Directors or the President.

d) The Membership Secretary shall keep or have kept the membership records and mailing lists of the Association, shall send annual membership notices to members, and receive membership dues and applications. Also, the Membership Secretary shall have any other responsibilities which are duly directed by the President or the Board.

e) The Treasurer, in accord with regular accounting practices and the determination of the Executive Committee, shall supervise the collections and disbursements for the accounts of the Association, shall act as custodian of the Association's funds and securities and shall handle other duties assigned by the Board of Directors or the President. Regular audits shall be conducted as determined by the Executive Committee.

f) In case of the death, disability, or resignation of the President, the President-Elect/

Vice President shall perform the duties but not assume the title of President.

g) The term of all elected officers shall begin with the adjournment of the annual meeting. Any vacancy in the offices of Secretary, Membership Secretary and Treasurer may be filled on a temporary basis by the Executive Committee; The Board may fill the vacancy permanently for the remainder of the term.

ARTICLE 11 - EXECUTIVE COMMITTEE

a) An Executive Committee of the Board of Directors shall consist of the following: all executive officers of the Association, the immediate past President of the Association and two other active members on the Board of Directors elected by the Board.

b) The Executive Committee shall meet upon the call of the President after reasonable good faith effort is made to give notice to each member as to the circumstances and purposes for the meeting by placing notice in the United States Mail with first class postage prepaid to each member ten (10) business days before such meeting. Direct contact by telephone or fax by the President or Secretary or either of their designees shall be adequate if a written memorandum is made of the contact by the person who made it.

c) The Executive Committee shall serve as a finance and administration committee and may exercise all of the authority of the Board of Directors between regular and special meetings of the Board of Directors, but all of its acts must be reviewed and ratified or rescinded at the next regular meeting of the Board of Directors if not previously authorized by same. Failure of such review, ratification or rescission shall be full concurrence of the Board of Directors.

ARTICLE 12 - COMMITTEES

a) The Board of Directors may create such committees and may delegate to any committee such of its power and authority as it may deem advisable.

b) All committees shall be appointed by the President except the Executive Committee, unless otherwise ordered by the Association or the Board of Directors or by the Bylaws. The President shall be an ex-officio member of all the committees. Each committee shall have a minimum of three (3) members.

c) The Association has the following standing Committees and each committee's duties are as follows:

1. The Nominations Committee shall nominate persons to fill all executive positions and otherwise as authorized by the Bylaws.
2. The Program Committee shall be responsible for arranging the program

for the annual meeting. The Secretary shall be a member of this committee.

3. The Time and Place committee shall be responsible for arranging the time and place of the annual meeting and pilgrimage. The Vice President shall chair this committee.
4. The Publications Committee shall consist of all the Executive Officers and any other members the Board of Directors deems are needed. It shall establish policies and procedures governing the publication of the *Alabama Review* and the *AHA Newsletter* and provide the general oversight of these activities and endeavors. Ex-officio members shall be the editors of *The Alabama Review* and *AHA Newsletter* and each shall administer the operation of his/her publication, respectively.
5. The Historical Marker Committee shall establish policies and guidelines governing the erection of Association markers. It shall encourage and assist in non-pecuniary ways interested parties in the purchase and erection of markers for those historical sites which meet the standards set by the committee and are approved by the Board of Directors.
6. The Association's various awards Committees shall have the duties defined in the action creating the given Award Committee and any additional duties added by the Board of Directors. The present awards Committees are the following: The James F. Sulzby Book Award, Virginia V. Hamilton Award, Clinton Jackson Coley Award, Milo B. Howard Jr. Award, and the Historical Society Award.

d) The Association, Board or Committee may create any ad hoc committee the given creating entity deems is warranted and the President shall appoint the members of each and designate the Chair.

ARTICLE 13 - SPECIFIC PROHIBITIONS

a) It is the express purpose and intention that this Association be and remain a tax exempt organization for the purposes set forth in Article 2 hereof, and no amendment or modification of these Bylaws shall alter such purpose and intention to the end that dues paid and donations made to this Association be deductible from taxable income to the extent allowed by the provisions of Internal Revenue Code and other applicable legislation and regulations.

b) Notwithstanding any other provisions of these Bylaws, this Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt or by an organization dues paid to which and donations made to which are deductible from taxable income of the member or the donor, as the case may be, to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislations or

regulations as they now exist or may hereafter be amended.

c) Notwithstanding any other provisions of these Bylaws, no power or authority shall be exercised by or on behalf of this Association, or in any way as the act or deed of this Association, in any manner or for any purpose whatsoever which may jeopardize the status of this Association as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended; nor shall this Association, or the Board of Directors or any Committee or representative of this Association, engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws; nor make any investments in such a manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE 14 - INDEMNIFICATION

The Association shall, to the fullest extent permitted by Section 10-3A-1 et seq. of the Code of Alabama, 1985, as amended (or, in the event the Association is found not to be subject to the Alabama Nonprofit Corporation Act, that would be permitted by those sections thereof if the Association were subject thereto), indemnify any and all persons whom it shall have power to indemnify under said sections from and against any and all of the expenses, liabilities or other matters referred to in, or covered by said Sections.

ARTICLE 15 - FISCAL PERIOD

The fiscal period of the Association shall be January 1, to the immediate following December 31, and each twelve (12) months thereafter.

ARTICLE 16 - BYLAWS

The Association shall have a set of current Bylaws to govern the internal operations and functions of the Association and where applicable these Bylaws shall apply to the Board of Directors and/or the Executive Committee; however, the Board of Directors and the Executive Committee may each develop and adopt its own set of Bylaws, respectively to augment the Association's set.

When a situation arises and the Articles of Incorporation and the Bylaws are silent, the most current edition of Robert's Rules of Order shall be applied.

ARTICLE 17 - QUORUM

The quorum shall be after a good faith effort is made by the Secretary of the Association to give proper notice to all members of the Association, or the Board, or the Executive Committee, those members attending and participating, unless otherwise duly provided for.

ARTICLE 18 - AMENDMENTS

These Bylaws may be altered or amended by the affirmative vote of two-thirds (2/3) of the members present and entitled to vote at any Annual Meeting of the Association, or at any meeting of the Association when ten (10) days prior written notice of the proposed change has been given each voting member by depositing such notice in the United States Mail with proper first class postage affixed and addressed to such member at that member's best and last known mailing address.

These bylaws approved at a special called business meeting of the Alabama Historical Association, October 24, 1998, Cullman, Alabama.