

JOHN WHITMER HISTORICAL ASSOCIATION

BYLAWS

As amended, 6.3.16.

ARTICLE I – NAME

The name of the organization shall be the John Whitmer Historical Association. Hereafter, “Association” shall refer to the John Whitmer Historical Association.

ARTICLE II – MISSION AND VISION STATEMENT

The John Whitmer Historical Association, founded in 1972, is an independent not-for-profit organization dedicated to the study of Latter Day Saint history. The purpose of the John Whitmer Historical Association shall be to:

- A. Create and encourage interest in Latter Day Saint history, especially the history of the Community of Christ.
- B. Stimulate scholarly research and publication in the field of Latter Day Saint history,
- C. Promote communication among scholars of Latter Day Saint history, and
- D. Provide an institutional vehicle for the dissemination of the fruits of scholarly research to members of the Latter Day Saint churches and other interested persons.

ARTICLE III - MEMBERS

Section 1. Classes of Members. The Association shall have three classes of membership: annual, sponsoring, and honorary. The board of directors shall determine various membership categories within the stated classes as the need arises.

Section 2. Membership Requirements. The only requirement for membership in the Association shall be payment of dues. With the exception of honorary membership, persons who pay the appropriate dues for the class of membership desired shall become members of the Association. Individuals may be granted honorary membership by the board of directors.

Section 3. Rights of Members. With the exception of honorary members, all members shall have the right to voice and vote in all meetings of the Association. An honorary member shall not be entitled to voice or vote in the meetings of the Association unless the honorary member has paid at least the dues required of annual members.

Section 4. Dues. The amount of annual dues for all members shall be fixed by the board of directors, subject to ratification at the annual business meeting. Dues shall be based on calendar years. Honorary members shall not be required to pay annual dues.

Section 5. Forfeiture of Membership. Any member whose dues are not paid before the end of the calendar year shall be notified. Members who have not remitted their dues within thirty (30) days after notification shall be dropped from the rolls without notification.

Section 6. Resignation. Any member may resign in writing to the executive director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges remaining unpaid.

Section 7. Reinstatement. Any previous member may be reinstated at any time by the payment of one year's dues. Only members whose dues are current shall have the right to vote or hold office in the Association.

Section 8. Transfer of Membership. Membership in this Association is not transferable or assignable.

ARTICLE IV - OFFICERS

Section 1. Officers. Elected officers shall be a president, a president-elect, and an immediate past president (if available). Appointed officers shall be executive director, treasurer, and finance committee chair.

Section 2. Nomination and Election.

A. *Nomination.* A nominating committee shall be composed of four elected members, plus the immediate past president of the Association. The immediate past president will be chair of the nominating committee. The remaining four members will be elected by ballot at the annual business meeting in the fall. Persons may succeed themselves on the nominating committee. The committee shall be responsible for nominating persons to serve as president-elect and as members of the board of directors. At least 120 days prior to the regular business meeting held in the fall of each year, the committee shall submit its list of nominees to the president and the executive director. The executive director shall ensure that the report is printed in the newsletter immediately preceding the fall meeting.

B. *Election.*

1. *President.* The president-elect shall automatically succeed to the office of president at the conclusion of the incumbent's term of office.
2. *President-elect.* The president-elect shall be elected by ballot at the business meeting of the members in the fall of each year. In the case of only one nomination for president-elect, the vote may be taken by voice. A majority vote shall be necessary for election.

Section 3. Term of Office.

- A. *President.* The president shall take office at the conclusion of the annual meeting held in the fall of the year. The president shall hold office for one year or until succeeded by the president-elect.
- B. *President-elect.* The president-elect shall take office at the conclusion of the annual meeting held in the fall of the year. The president-elect shall hold office for one year or until a successor is elected.

Section 4. Vacancies. Vacancies in any office may be filled by the board of directors for the unexpired portion of the term.

Section 5. Appointed Officers.

- A. *Executive Director.* The board of directors shall select the executive director for a three-year term. The executive director may be reappointed without restriction.
- B. *Treasurer.* The treasurer shall be selected by the board of directors and serve for a three year term or until a successor is selected. The appointment may be renewed without restriction.
- C. *Finance Committee Chair.* The Finance Committee Chair shall be selected by the board of directors and serve for a three year term or until a successor is selected. The appointment may be renewed without restriction.

Section 6. Duties and Responsibilities

- A. *President.* The president shall:
 - 1. Preside at all business meetings of members and at all meetings of the board of directors;
 - 2. After consultation with the committee chairs, approve all committee members;
 - 3. Give a presidential address at a regular meeting held during the term;
 - 4. Fulfill such other duties as may be assigned by the board of directors;
 - 5. Ensure that all Association activities adhere to the bylaws of the Association.
- B. *President-elect.* The president-elect shall:
 - 1. Perform the duties of the president in the absence of the president or in the event of that officer's inability to act; and
 - 2. Assist the president in the accomplishment of that officer's duties and prepare to succeed to the office of president;
 - 3. Chair the Program Committee. This responsibility may be shared through the appointment of a co-chair.
- C. *Immediate Past President.* The immediate past president shall:
 - 1. Chair the nominating committee.
 - 2. Serve as a member of the executive committee.
- D. *Executive Director.* The executive director is an ex-officio non-voting member of the board of directors and is responsible to the board of directors and shall report all activities to the same. The duties of the executive director shall include, but are not limited to, the following list. The executive director shall:
 - 1. Carry on the day-to-day administration of the Association's affairs, including oversight of the annual meeting/s, coordination with the Association's committees, general correspondence, promoting increased membership, and fundraising;
 - 2. Sign all deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the Association;
 - 3. Review the contents of the newsletter in conjunction with the newsletter editor and

- review the contents of the website in conjunction with the webmaster;
 - 4. See that the journal and newsletters are distributed to the membership;
 - 5. Assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
 - 6. Keep the minutes of the meetings of the membership and of the board of directors in one or more books provided for that purpose;
 - 7. Serve as custodian of the Association's records; including organizing and maintaining the Association's archives; and
 - 8. Perform all duties incident to this office and such duties as may be assigned by the board of directors.
- E. *Treasurer.* The treasurer is a voting member of the Board of Directors and is responsible to the board of directors and shall report all activities to the same. The treasurer is a member of the Finance Committee, ex-officio. The treasurer is responsible for the following, but at the direction of the board, any or all of these duties can be delegated to the executive director through contract:
- 1. Have charge and custody of and be responsible for all funds and securities of the Association;
 - 2. Receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XIII of these bylaws;
 - 3. Receive and give receipts for monies contributed for investment purposes and shall invest in or disperse monies from the endowment fund and other investment funds upon the recommendation of the Finance Committee in accordance with the provisions of Article XII, Section 5 of these bylaws.
 - 4. Make financial reports, including all repositories, income, and disbursements and budgets, at Board and General membership meetings, assuring that printed copies are made available;
 - 5. Maintain the Association's membership list; and
 - 6. Keep a register of the post office address of each member, which shall be furnished to the treasurer by each member.
 - 7. Ensure that an annual review of all financial records, bank accounts, and investment funds is conducted and reported to the board of directors and to the general membership. Ensure audits are performed when requested by the board.
- F. *Finance Committee Chair.* The Finance Committee Chair is a voting member of the board of directors and is responsible to the board of directors and shall report all activities to the same. The Finance Committee Chair shall:
- 1. Chair an Investment Fund sub-committee consisting of the Treasurer and three other members. The sub-committee will meet at least twice a year. The Finance Committee chair will call sub-committee meetings.
 - 2. Be responsible for creating and administering financial, investment fund, and endowment fund policies.

ARTICLE V - MEETINGS

Section 1. Regular meetings. During calendar years in which Community of Christ holds its World Conference, the Association shall hold two regular meetings of its members. One such

regular meeting shall be held in conjunction with the above-mentioned World Conference. During calendar years in which no such World Conference is held, the Association shall hold one regular meeting of its members.

Section 2. Business Meetings. A business meeting of the members of the Association may be held in conjunction with any regular meeting of the Association, but an annual business meeting shall be held in conjunction with the regular meeting in the fall of each year. A business meeting may be held in conjunction with any special meeting of the members of the Association.

Section 3. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or by petition of not less than one-tenth of the members having voting rights.

Section 4. Notice of Meetings.

- A. *Regular Meetings.* Written notice stating the place, date and hour of any regular meeting of members shall be given in the Association's newsletter, delivered, either personally or by mail or electronic means, to each member entitled to vote at such meeting, not less than thirty days before the date of such meeting. The executive director shall give such notice by either postal mail or electronic means.
- B. *Special Meetings.* Written notice stating the place, date, hour, and purpose of any special meeting of the membership shall be given either personally or by postal mail or electronic means to each member entitled to vote at such meeting, not less than ten days prior to the date of such meeting.

Section 5. Quorum. The quorum for any business meeting of the membership shall be one-tenth (1/10th) of the voting members of the Association.

Section 6. Proxies, Absentee, and Mail Ballots. A member must be present in person to vote at a business meeting of the Association. No proxies, absentee votes, or mail ballots shall be allowed.

Section 7. Manner of Acting. A majority of those voting on any matter at a properly called business meeting at which a quorum is present shall be necessary for the adoption thereof unless a different vote is specified by law or by these bylaws.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall be composed of the president, the president-elect, the executive director (non-voting), the immediate past president, the treasurer, finance committee chair, and six members elected at large from the membership of the Association.

Section 2. General Powers. The board of directors shall manage the affairs of the Association. The board of directors shall conduct the business and care for the general interests of the Association. The board shall report to the membership on its deliberations and actions through the publications of the Association and at the annual business meeting. Directors need not be residents of the State of Missouri.

Section 3. Elected Directors. The six elected directors shall serve for a term of three years or until their successors have been elected. Two of the six directors will be elected each year. Elected directors shall be elected by the membership at the business meeting held in conjunction with the

regular meeting in the fall of each year. A plurality vote shall be considered sufficient for election.

Section 4. Regular Meetings. There shall be two regular board meetings each year. A regular meeting of the board of directors shall be held in conjunction with the regular meeting of the Association held in the fall of each year at a time and place established by the board of directors. A second regular meeting of the board of directors shall be held at such time and place, as the board shall direct.

Section 5. Special Meetings. The president, the executive director, or any three directors may call special meetings of the board of directors. The person or persons authorized to call special meetings of the board may fix any place within Jackson County, Missouri, or Decatur County, Iowa, as the place for holding any special meeting of the board called by them. Meetings may be held using Internet technology. Rules for holding these meetings may be as directed by the board. The agenda of special meetings shall be limited to items of business specified in the meeting notice.

Section 6. Virtual Attendance and Meetings. Meetings may be held electronically through Internet or teleconference technology. Individual board members may participate in in-person board meetings by Internet or teleconferencing. Rules for holding these meetings for virtual attendance may be as directed by the board.

Section 7. Notice. Notice of any special meeting of the board of directors shall be given at least one week prior to the meeting by written notice delivered personally or sent by mail, fax, electronic means, or telegram to all directors at their address as shown by the records of the Association.

Section 8. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. In the event that a quorum is not present at any regular or special meeting of the board of directors, the executive director shall circulate the matter(s) to be voted upon to the directors and secure a vote by mail or other means with voting expiration within one week (7 days) after meeting date and time.

Section 9. Agenda. The executive director shall circulate an agenda to the directors at least one week prior to each regular meeting of the board. Directors who wish to have an item placed on the agenda shall notify the executive director in time for it to be included on the agenda. Items not placed on the agenda may be considered at regular board meetings, but at the discretion of the chair.

Section 10. Manner of Acting. Any act taken by a majority of those voting at any meeting of the board of directors at which a quorum is present shall be the act of the board of directors, unless the vote of a different number is required by law or by these bylaws.

Section 11. Vacancies. Any vacancy occurring in the board of directors shall be filled by the remaining directors by a majority of those voting even though less than a quorum of the board of directors remains eligible to vote. Directors elected to fill vacancies shall be elected for the unexpired term of their predecessor in office.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of board of directors, or any action which may be taken at a meeting of board of directors, may be

taken without a meeting if consent in writing or by electronic means, setting forth the action so taken, shall be signed by all of the directors.

Section 13. Indemnification. All directors and officers, whether or not then in office, shall be indemnified by the Association against all costs and expenses reasonably incurred by, or imposed upon, them in connection with, or arising out of, any action, suit, or proceeding in which they may be involved or to which they may be a party, by reason of their being or having been a director or officer of the Association, such expenses to include the cost of a reasonable settlement made with a view to curtailment of the cost of litigation. Indemnification shall be limited to matters in which the director or officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The foregoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled by law. The board shall be authorized to obtain insurance to meet this indemnity obligation.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. Composition. The president, president-elect, immediate past president, treasurer and executive director shall constitute the Executive Committee.

- A. *Authority.* Between meetings of the board of directors, the executive committee shall have and may exercise all of the authority of the board of directors except that the executive committee shall not have the authority to:
1. Do anything contrary to the expressed wishes of the board of directors;
 2. Amend Articles of Incorporation or the bylaws;
 3. Elect, appoint or remove any director or officer of the Association;
 4. Adopt a plan of merger or consolidation with another entity;
 5. Authorize the sale, lease, exchange or mortgage of the property and assets of the Association; or
 6. Amend, alter, or repeal any resolution of the board of directors.

The establishment of an executive committee and the delegation to it of authority shall not relieve the board of directors, or any individual director, of any responsibility imposed upon the board or that director by law.

- B. *Term of Office.* The members of the executive committee shall hold office during their term of office or until they cease to be a member of the Association or until death, resignation, or removal.
- C. *Meetings.* Regular meetings of the executive committee may be held at such time and place as the executive committee may determine. The notice of a meeting of the executive committee need not state the business proposed to be transacted at the meeting.
- D. *Quorum.* All of the members of the executive committee shall constitute a quorum for the transaction of business.
- E. *Action Without a Meeting.* Any action taken by the executive committee may be taken without a meeting if consent is given in writing or by electronic means, setting forth the action so to be taken, and signed, before such action by all of the members of the

executive committee.

- F. *Procedure.* The executive committee shall elect a presiding officer from its members and may fix its own rules of procedure, which shall not be inconsistent with the Articles of Incorporation, or bylaws of the Association. It shall keep regular minutes of its proceeding and report the same to the board of directors at each board meeting.

ARTICLE VIII - COMMITTEES

Section 1. Committees of the Association. Committees shall not have nor exercise the authority of the board of directors in the management of the Association. Unless otherwise specified in these bylaws or by action of the board of directors, committees shall have the power only to investigate and report. Neither the chair nor the members of any committee shall be required to be members of the board of directors.

Section 2. Standing Committees. The Association shall have the following standing committees: finance and membership. The board of directors shall be empowered to create other committees as the need arises.

- A. *Appointment of Members.* The president shall appoint, with the approval of the board of directors, the chair of each committee, unless otherwise indicated. Board members may receive specific assignments to chair various committees within the Association. The chairs, with the approval of the president, will then appoint all committee members not otherwise specified in these bylaws. These appointments shall be announced at the regular meeting of the Association held in the fall of each year. Chairs and committee members will serve a term of three years or until their successors are selected.
- B. *Compositions and Duties.* The standing committees shall have the duties and responsibilities and be constituted as follows:
1. *Finance Committee.* The committee shall consist of the finance committee chair, the treasurer, the executive director, and two members. The members of the committee shall serve a term of three years or until their successors are selected. Members may succeed themselves without restriction. The purpose of the finance committee shall be to develop and assist in the execution of a financial plan designed to enable the Association to fund its programs and projects, including investment and endowment fund policies. The committee should consider the development of methods of fund raising such as fund appeals, planned giving programs, and fund raising projects. The committee shall meet at least twice each year at the call of its chair. The executive director shall report the activities of the committee to the board of directors at each regular meeting of the board.
 2. *Membership Committee.* The membership committee shall consist of the executive director, the treasurer, a chair and three additional members. The members of the committee shall serve a term three years or until their successors are selected. Members may succeed themselves without restriction. The purpose of the committee is to develop and administer an active program to encourage persons to become members of the Association and encourage the active involvement and participation of members in Association activities. The committee shall develop and assist in the execution of a plan for an annual membership campaign. The committee shall perform such additional functions as may be assigned by the board of directors. The

committee shall meet at least twice each year at the call of its chair. The executive director shall report the activities of this committee to the board of directors at each regular meeting of that board.

Section 3. Special Committees. The board of directors may establish such special committees, as it shall deem helpful and useful to the work of the Association. The president shall appoint the chair of each special committee and then shall appoint the members after consulting with the chair of the committee.

ARTICLE IX – PUBLICATIONS

1. *Journal/s.* The board of directors shall be responsible for publishing the Association’s journal/s. The board of directors shall select the journal/s editor/s who will serve for a term of five years or until a successor/s is/are selected. The journal/s editor/s shall appoint other staff members, that shall include at least a book review editor and an editorial committee of at least five members. The journal/s editor/s may also appoint other staff members to edit, proofread, and publish the journal as necessary.
2. *Newsletter.* The board of directors shall be responsible for publishing a newsletter as a means of communication with its members about past and forthcoming activities and items of interest to Association members. The board of directors shall select the newsletter editor who shall serve for a term of three years or until a successor is selected. The newsletter editor shall appoint other staff members as needed. The newsletter shall be published at least twice each year.
3. *John Whitmer Books.* . The board of directors shall oversee John Whitmer Books and the operations related to the publication of books using the John Whitmer Books imprint. The job descriptions for John Whitmer Books staff members will be defined in the policy manual and all staff are subject to approval by the JWHA board. The John Whitmer Books management will be responsible for the fiscal management of John Whitmer Books, working closely with the Association’s treasurer, executive director, and finance committee. The John Whitmer Books management will provide a report of operations to each meeting of the JWHA board of directors.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern the affairs of the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these bylaws, or such special rules of order as may be established by the board of directors. The board of directors may appoint a parliamentarian.

ARTICLE XI - OFFICES AND REGISTERED AGENT

The Association may have such offices, either within or outside the State of Missouri, as the board of directors may determine.

The Association shall have and continuously maintain within the State of Missouri a registered office and a registered agent as required by the Missouri General Not-For-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Missouri, and this address or the board of directors may change the registered office from time to

time.

ARTICLE XII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 1. Contracts. The board of directors may authorize any officer or officers, agents or agents of the Association in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agents or agents of the Association, and in such manner as shall be determined by the board of directors. In the absence of such determination by the board of directors, the treasurer shall sign such instruments.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 5. Investment Funds. The investment funds contain the contributions made by members and friends of the John Whitmer Historical Association for the purpose of supporting the Association's publishing program, prizes for writers and researchers, and such other related purposes as may be designated by action of the Association. The finance committee is empowered to create and implement an investment fund policy that includes provision for an endowment and other investments designed to perpetuate the operation and purpose of the Association, such policy to be approved by the board of directors.

ARTICLE XIII - BOOKS, RECORDS, AND MINUTES

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XV - CORPORATE SEAL

The board of directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association.

ARTICLE XVI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Missouri General Not-For-Profit Corporation Act or under the provisions of the Articles of Incorporation these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before

or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII - AMENDMENTS TO BYLAWS

These bylaws may be amended by a two-thirds vote at any regular business meeting of the members of the Association provided that previous notice of the proposed amendment(s) shall have been given by publication in the newsletter of the Association prior to the meeting at which the proposed amendment(s) will be considered. The proponents shall submit copies of their proposed amendment(s) to the president and the executive director at least 120 days prior to the meeting at which the proposed amendment(s) will be considered. The executive director shall ensure that such proposed amendment(s) is printed in the newsletter issued immediately preceding that meeting.

ARTICLE XVIII - DISSOLUTION

In the event that this Association shall be dissolved, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

STANDING RULES OF THE JOHN WHITMER HISTORICAL ASSOCIATION

RULE NO. 1 - As allowed by the Mormon History Association, the John Whitmer Historical Association shall provide for and establish joint membership with the Mormon History Association for those persons who desire such status. The board of directors shall set the dues for the joint membership.