

JOHN WHITMER HISTORICAL ASSOCIATION **BYLAWS**

2026 Proposed Changes

Article I: Name

The name of this organization is the John Whitmer Historical Association (the “Association”).

Article II: Mission

The mission of the Association is to encourage the study of the history of the Latter Day Saint movement, with particular attention to the Community of Christ. The Association promotes scholarship, supports publication, fosters communication among researchers and shares historical insights with both academic and general audiences.

Article III: Membership

Section 1: Classes. The Association shall have annual, sponsoring and honorary memberships.

Section 2: Dues. Membership dues shall be set by the Board of Directors. Honorary members shall not be required to pay dues.

Section 3: Rights. Members who have paid current dues shall be entitled to speak and vote in meetings of the Association. Honorary members may vote if they pay dues equivalent to at least an annual membership.

Section 4: Lapse and Reinstatement. Membership lapses if dues are not paid by January 31 of each year. A lapsed member may be reinstated at any time by paying the current year’s dues.

Section 5: Non-transferability. Membership in the Association is not transferable or assignable.

Section 6: Eligibility for Leadership. Only members in good standing may be elected or appointed to serve as officers, directors or committee members.

Article IV: Officers

Section 1: Elected Officers. The elected officers of the Association are the President, President-Elect and Immediate Past President.

Section 2: Appointed Officers. The Board shall appoint a Treasurer, an Executive Director and a Chair of the Finance and Development Committee.

Section 3: Duties.

- The President presides at meetings of the Association and the Board, represents the Association and ensures the bylaws are followed.
- The President-Elect assists the President, chairs the Program Committee and succeeds to the presidency after one year.
- The Immediate Past President chairs the Nominating Committee and serves on the Executive Committee.
- The Treasurer oversees the financial accounts of the Association, reports to the Board and the membership and serves as a voting member of the Board.
- The Executive Director manages the daily affairs of the Association, including membership, fundraising, publications and communication, and serves as a non-voting member of the Board.
- The Chair of the Finance and Development Committee leads the Association's work in financial oversight, fundraising and development, and serves as a voting member of the Board.

Article V: Meetings of Members

Section 1: Annual Meeting. The Association shall hold one annual meeting of the membership for the purpose of receiving reports, conducting business and fostering communication. The meeting may be held in person or by electronic means.

Section 2: Special Meetings. Special meetings may be called by the President, by the Board or by written petition of at least ten percent (10%) of voting members.

Section 3: Notice. Written or electronic notice of meetings shall be given at least thirty (30) days prior to the annual meeting and at least ten (10) days prior to a special meeting.

Section 4: Quorum. Ten percent (10%) of the voting membership shall constitute a quorum for meetings of the Association. Members participating by authorized electronic means shall be considered present for quorum purposes.

Section 5: Voting. Each voting member must be present in person or by authorized electronic means to vote. Proxy and absentee voting are not permitted. Unless otherwise specified in these bylaws or required by law, decisions are made by majority vote of those present.

Article VI: Board of Directors

Section 1: Composition. The Board of Directors shall consist of the President, President-Elect, Immediate Past President, Treasurer, Executive Director (non-voting), Finance and Development Committee Chair and six at-large directors elected from the membership.

Section 2: Authority. The Board shall manage the business, affairs, finances and programs of the Association, and may adopt such policies and procedures as are necessary to carry out its mission and operations.

Section 3: Terms. At-large directors serve three-year terms, with two elected each year. Officers and committee chairs serve according to their specific term of office or appointment. No director may serve more than two consecutive terms without at least one year off the Board.

Section 4: Meetings. The Board shall meet at least twice each year. Meetings may be held in person or by electronic means. Special meetings may be called by the President, Executive Director, or any three directors.

Section 5: Quorum. A majority of voting directors constitutes a quorum for the transaction of business.

Section 6: Vacancies. Any vacancy on the Board may be filled by majority vote of the remaining directors for the remainder of the term.

Section 7: Informal Action. Any action required or permitted to be taken by the Board may be taken without a meeting if consent in writing or by electronic means is provided by all directors.

Section 8: Conflict of Interest. Directors and officers shall disclose any potential conflicts of interest and shall not vote on matters in which they have a direct financial or personal interest, consistent with Board policy.

Article VII: Committees

Section 1: Standing Committees. The Association shall have a Finance and Development Committee and a Membership Committee.

Section 2: Finance and Development Committee. This committee shall oversee the financial affairs of the Association, including investments and budgets, and shall lead fundraising and development efforts. Its membership shall include the Chair, the Treasurer, the Executive Director and at least two additional members appointed by the Board.

Section 3: Membership Committee. This committee shall work to recruit and retain members and encourage active participation in the Association. Its membership shall include a chair, the Executive Director and at least two additional members appointed by the Board.

Section 4: Other Committees. The Board may establish additional committees as needed and shall define their duties.

Section 5: Executive Committee. The officers of the Association may act as an Executive Committee to address urgent matters between Board meetings. Any such action shall be reported to and ratified by the Board at its next meeting.

Article VIII: Policies

The Board of Directors may adopt, amend or rescind policies and procedures consistent with these bylaws and the Association's mission by majority vote at any duly called meeting. Such policies shall guide the operations, publications, committees and activities of the Association.

Article VIII: Publications

The Board shall oversee the Association's publications, including its journal, newsletter and book imprint. Editors shall be appointed by the Board and shall serve fixed terms as determined by Board policy. Editors shall have day-to-day editorial independence, subject to oversight by the Board to ensure consistency with the Association's mission and policies.

Article IX: Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31.

Article X: Indemnification

Directors and officers acting in good faith on behalf of the Association shall be indemnified against reasonable expenses and liabilities incurred in connection with their service, to the fullest extent permitted by law.

Article XI: Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided that notice of the proposed amendment is given to all directors at least fourteen (14) days prior to the vote. Amendments shall be published to the membership within sixty (60) days. Any such amendment shall be presented to the membership for ratification at the next regular meeting of the Association and shall take effect only upon approval by a majority vote of the members present and voting.]

Article XII: Dissolution

In the event of dissolution, the assets of the Association shall be used first to pay its debts and then distributed to one or more nonprofit organizations with similar purposes and which qualify under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors. No part of the net earnings or assets shall inure to the benefit of any private individual.

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Commented [2]: Here's the language I added to address Jason's concerns