

Bylaws of The John Whitmer Historical Association

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 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, lifetime, 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 February 1 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. For purposes of these bylaws, a “member in good standing” is a member whose dues are current and who is not subject to formal disciplinary action adopted by the Board pursuant to published policy.

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 Chair.

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 Executive Director serves at the pleasure of the Board of Directors and reports to the President (or as otherwise directed by 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.

Section 4: Removal of Officers. Appointed officers (Treasurer, Executive Director, and Chair of the Finance and Development Committee) may be removed by the Board, with or without cause, by a majority vote at any duly called Board meeting. Elected officers (President, President-Elect, and Immediate Past President) may be removed by the members by a majority vote at any meeting of the Association at which a quorum is present, provided that notice of the proposed removal was included in the notice of that meeting; the Board may also suspend an elected officer pending a member vote where the Board determines, by two-thirds vote, that immediate action is necessary to protect the interests of the Association.

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. The number of voting members for purposes of determining quorum shall be established annually as of the date set by the Board. 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 the articles, bylaws, or required by law, decisions are made by majority vote of those present.

Section 6: Parliamentary Authority. Meetings of the Association shall be conducted in accordance with generally accepted rules of parliamentary procedure, as determined by the Board, unless otherwise provided by these bylaws.

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. A partial term served by a director appointed to fill a vacancy pursuant to Section 6 shall not count as a full term for purposes of the consecutive term limitation in this Section.

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 with a majority vote of the remaining directors for the remainder of the term.

Section 7: Removal of Directors.

(a) *At-large directors.* A director elected by the members may be removed, with or without cause, by a majority vote of members present and voting at any meeting of the Association at which a quorum is present, provided that notice of the proposed removal was included in the notice of that meeting.

(b) *Appointed directors.* A director appointed by the Board (including the Treasurer and the Chair of the Finance and Development Committee) may be removed, with or without cause, by a majority vote of the remaining voting directors at any duly called Board meeting.

(c) *Ex officio officer-directors.* A director who holds a Board seat solely by virtue of holding an office of the Association (including the President, President-Elect, and Immediate Past President) may not be removed from the Board independently of that office. Such a director vacates the Board seat automatically upon ceasing to hold the underlying office, whether by expiration of term, resignation, or removal from office pursuant to Board policy or applicable law.

(d) *Executive Director.* The Executive Director serves on the Board in a non-voting advisory capacity at the pleasure of the Board and may be removed from that advisory role, or from the position of Executive Director entirely, by a majority vote of the Board at any duly called meeting.

Section 8: 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. By accepting service on the Board, each director agrees, for purposes of §432.220, RSMo. (the Missouri Uniform Electronic Transactions Act), to conduct the giving of consent under this Section by electronic means, and agrees that an electronic signature or an electronically transmitted consent has the same force and effect as a handwritten signature on a paper consent. All consents shall be filed with the minutes of the Board and shall state the date on which the last consent was received.

Section 9: Conflict of Interest. Directors and officers shall promptly disclose in writing any potential conflict of interest to the Board, shall recuse themselves from deliberation and voting on any matter in which they have a direct financial or personal interest, and shall otherwise comply with the Association's Conflict of Interest Policy as adopted and amended by the Board from time to time.

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 time-sensitive matters that cannot reasonably be deferred until the next Board meeting. Any such action shall be reported to and submitted for ratified approval by the Board at its next meeting. Notwithstanding the foregoing, the Executive Committee may not: (i) authorize distributions; (ii) approve the dissolution, merger, or sale of substantially all assets of the Association; (iii) fill vacancies on the Board or in any committee; (iv) adopt, amend, or repeal the Bylaws; (v) approve an amendment of the Articles of Incorporation; or (vi) take any other action that §355.406.5, RSMo., reserves to the Board of Directors.

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 IX: Publications

Section 1. The Board shall oversee the Association's publications, including its journal, newsletter, and book imprint.

Section 2. Editors shall be appointed by the Board and shall serve fixed terms as determined by Board policy.

Section 3. Editors shall have day-to-day editorial independence, subject to oversight by the Board to ensure consistency with the Association's mission and policies.

Section 4. Editors may be removed by the Board for cause, as defined in Board policy.

Article X: Fiscal Year

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

Article XI: Indemnification

Section 1. 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, including the advancement of expenses where appropriate, to the fullest extent permitted by law.

Section 2. The Association may purchase and maintain insurance on behalf of its directors and officers.

Article XII: Amendments

Section 1. 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.

Section 2. Amendments shall be published to the membership within sixty (60) days.

Section 3. 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 XIII: Dissolution

Section 1. In the event of dissolution, the assets of the Association shall be used first to pay its debts and then distributed exclusively to one or more organizations organized and operated exclusively for educational purposes that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

Section 2. Any endowed or restricted funds shall be transferred in a manner consistent with their original donor intent to the extent legally permissible.

Section 3. No part of the net earnings or assets shall inure to the benefit of any private individual.