

## By-Laws

*Approved by mail ballot of the membership and confirmed at the meeting of the Board of Directors, Atlanta, Georgia, November 7, 1975, to become effective that date; and as amended upon recommendation of directors and officers and approved by mail ballot of the membership in October 1980, March 1989, May 1990, April 1991, April 1994, April 1997, and April 2007; upon vote by the directors and officers in November 2008, noticed to the membership in December 2008, and approved without objection in January 2009; upon vote by the directors and officers in November 2009, noticed to the membership in November 2009, and approved without objection in December 2009; upon vote by the directors and officers in January 2011, noticed to the membership in March 2011, and approved without objection in April 2011; and upon vote by the directors and officers in July of 2011, noticed to the membership in July 2011, and approved without objection in August 2011; and upon vote of the directors and officers and notice to the membership in February 2016; and upon vote of the directors and officers in March of 2018 and notice to the membership in April 2018.*

### Article I

#### Members

1. Upon application and payment of annual dues any individual interested in legal history may be a member.
2. A member is entitled to receive all publications as provided by the directors and officers and to attend any general meetings. An individual member, but not an institutional subscriber, is also entitled to vote for the election of directors and officers and for other purposes herein provided, and to serve in any elected or appointed capacity.
3. The directors and officers may create categories of members (including students and emeritus members) upon terms that they deem appropriate, elect honorary fellows from among distinguished legal historians residing in the United States, Canada, and other nations and define the terms of their fellowships. No more than three honorary fellow may be elected in any calendar year. Upon election, the names of honorary fellows shall be included on a roll of "Honorary Fellows of the American Society of Legal History" and the inclusion appropriately marked at the Society's Annual Meeting.

4. The dues of all categories of dues-paying members shall be fixed by the directors and officers. ~~Annual dues are payable once per year. The membership term runs from 1 October to 30 September.~~ ~~All annual dues are payable on the first day of the calendar year.~~ ~~Only those members who have paid their dues are entitled to rights and privileges.~~

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## Article II

### Directors, Officers, and Committees

1. The Society is governed and administered by its directors and officers.

2. There are fifteen directors, one of whom shall be a graduate student representative, elected for terms of three years by each majority vote of the members voting, with one-third of the directors elected each year. The five nominees receiving the highest number of votes shall be elected. In case of a tie which would cause more than five nominees to be selected, the officers and directors at the first annual meeting following the election shall, by a majority vote, determine the choices, so that only five directors are elected. The terms of office of the directors shall begin upon the first day following the closing day of the annual meeting immediately following their election and shall end with the closing day of the third annual meeting thereafter. If any director dies, resigns, or ceases to be a member, leaving an unexpired term, the officers and directors, by a majority vote at the next annual meeting, shall elect a successor for the unexpired part of the term. Also, the immediate past president of the Society shall serve as an ex-officio director. The number of directors shall remain at fifteen plus the immediate past president unless a change is proposed by the officers and directors and approved by a majority vote of the members voting in a referendum on that subject.

3. If an increase in the number of directors is voted by the members, one-third of the new directorships shall be for one, two, and three years each as the officers and directors shall determine.

4. The executive committee consists of seven officers or directors chosen by an absolute majority of the officers and directors. It is expected that the committee will normally consist of the officers and one director from each election class. The executive committee may exercise the powers of the directors and officers at such times as it is not feasible to assemble a quorum of the directors and officers.

5. The officers are the president, president-elect, secretary, ~~treasurer and outreach director.~~ The president and president-elect each serve two-year terms, with the president-elect being elected biennially and automatically succeeding to the presidency. Both of their terms commence on the first day following the closing day of the annual meeting immediately following the biennial election. The secretary, ~~treasurer, and outreach director~~ are appointed by the president, on the recommendation of the Nominating Committee, to a term commencing immediately upon appointment and

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ending with the closing day of the third annual meeting thereafter, and the current holder is eligible for re-appointment. The powers and duties of these officers are those usually held by officers of like organizations and those assigned by the directors or members. If the office of president becomes vacant, the president-elect shall immediately become president for the remainder of the unexpired term. If any other office becomes vacant, the president shall fill the office by appointment with the approval of the executive committee. The terms of such office shall be for the unexpired period, commencing with their approval by the executive committee.

6. Under direction of the President, the Treasurer shall administer the finances of the Society, supervise the receipt of its income, the payment of its expenses, the making of its investments, and the custody of its property. The Treasurer is responsible for ensuring that the Society has an appropriate system of financial controls. The Treasurer, in conjunction with the Finance Committee (article II, § 7a), shall prepare an annual budget for approval by the officers and directors and control the expenditure of funds in accordance with this budget. The Treasurer shall file required governmental financial reports.

7. a. The Finance Committee advises the officers and directors regarding policy with respect to the Society's budget, investments, audit, and other aspects of the Society's finances. It consists of five to ten members of the Society appointed by the officers and directors to six-year staggered, renewable terms, one of whom shall be designated as chair, and all of whom shall have some financial experience. The Treasurer, the Immediate Past President, and the President sit with the Committee as *ex officio* non-voting members. The Finance Committee reports directly to the officers and directors. It meets at least quarterly (in person or by telephone conference call, exchange of emails, or by some more elaborate electronic means), to review: (a) progress to date on the budget for the current fiscal year, (b) the proposed budget for the following year, (c) the Society's investments, and (d) any matters referred to it by the officers or directors.

7. b. The Audit Committee will consist of all independent officers and directors of the Society, as defined by applicable New York State law. The duties of the Audit Committee are to retain an independent auditor to conduct an audit, to review the results of the completed audit and any management letter, and to approve it to be filed by the Treasurer with the appropriate New York State office. The Committee will also undertake any additional duties imposed on it by New York State law.

8. No salaries may be paid to any member, director or officer. The directors and officers may authorize the treasurer to make disbursements of funds for clerical assistance, travel expense of directors and officers, and such other purposes as may be proper. The president may authorize the treasurer to expend funds for other routine expenses of the Society up to \$500.

9. The directors and officers may appoint persons to assist any of the officers in performing his or her duties. All committees are appointed by the president except the

executive committee which is constituted in accordance with section 4 (above) of this article, and the Nominating Committee which is elected. Appointments to standing committees of the Society are to be for staggered, three-year terms with three exceptions: the executive committee (Art. II, § 4). The Finance Committee (Art. II, § 7a), and the Committee on the Hurst Memorial Fund shall be appointed to staggered, six-year terms

10. Reports on the affairs of the Society will be submitted by the secretary and treasurer in writing at the annual meeting.

11. All current and recent records and papers of the Society other than those being used by the directors or other officers shall be kept at the offices of the secretary and treasurer, respectively. If the Society maintains a website, that may be used for electronic storage of such records.

### **Article III**

#### **Elections**

1. Elections for directors and officers shall be held in the autumn of the year in which terms of office expire. A nominating committee composed of five persons elected by the membership of the Society shall make nominations for directors, officers, and members of the nominating committee as vacancies occur. The members of the nominating committee shall serve staggered three-year terms, and the first committee so elected shall be composed of one person serving a one-year term, two persons serving two-year terms, and two persons serving three-year terms. The membership at large shall be able to place on the ballot for members of the nominating committee any name that is supported by petitions of fifty individual members of the Society, such petitions reaching the secretary of the Society no later than June 1 of the year in which the election is to be held. The president may fill vacancies in the nominating committee until the next election. The president shall appoint the chair of the committee from those members elected. The nominees receiving the highest number of votes for the available position(s) shall be elected. Any tie shall be broken by a vote of the officers and directors.

2. Any ballots will be returned to the secretary in order to be counted thirty days before the annual meeting, unless some later date is designated by the officers and directors. The results of the election shall be announced by the president at the annual meeting following the election and to the membership at the earliest practical date thereafter.

### **Article IV**

#### **Meetings**

1. For the purpose of conducting business, a quorum of the directors and officers is one-half of the number of directors and officers, and a quorum of the executive committee is four. Presence for the purpose of a quorum may consist of a written proxy of an absent member of either body to another member of that body.
2. Whenever possible the Society will hold an annual meeting at a place and time set by the directors and officers in the autumn of each year. Other meetings may be held as determined by the directors and officers.
3. The directors and officers meet during the annual meeting of the Society and at such other times as they may be called by the president or one-third of the directors and officers.

## **Article V**

### General Provisions

1. The Society may maintain an official journal. This journal is Law and History Review unless otherwise provided by the directors and officers.
2. The Society may sponsor the publication of monographs. The publication series "Studies in Legal History" will be the primary means of monograph publication unless otherwise provided by the directors and officers.
3. The directors and officers act for the Society in receiving and administering all gifts and grants to the Society.
4. An annual report on the condition of the Society will be made to the members by the directors and officers through the president.
5. All papers and records kept for the Society by any director or officer shall be turned over to the society at the end of the term of the director or officer.
6. Unless otherwise specified, all votes and action referred to herein shall be by a majority of those present in person or by proxy at a meeting when a vote is taken or those participating in an election.
7. The directors and officers may authorize transfer of the general funds of the Society to the Publications Fund in such amounts and on such terms as are deemed appropriate.
8. Amendments to these by-laws shall be upon a two-thirds vote of the directors and officers. Any amendment shall be noticed to the members (by newsletter or other

appropriate means), unless a minimum of two among the directors and officers vote to have the amendment submitted to the membership for a vote. If within thirty days of the notice ten members of the Society petition the President to submit the amendment to a vote of the membership, the officers and directors shall do so. Two-thirds of the members voting shall be required for approval of an amendment so submitted.