

# **FCHS Bylaws (Revised June 15, 2019)**

## **Purpose and Activities:**

The French Colonial Historical Society encourages interest in the scholarly study of all aspects of the history of French colonization, the overseas French territories, and the legacies of French empire. It provides its members with various channels of communication, including newsletters, annual meetings, a website [www.frenchcolonial.org], social media, and a peer reviewed journal entitled *French Colonial History*. The Society is organized exclusively for educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

## **Article I: Membership**

- I:1 Membership is either individual or institutional. Any person or institution interested in furthering the objectives of the French Colonial Historical Society as set forth in its Articles of Incorporation shall become a member upon application and payment of the annual dues.
- I:2 Annual dues for the individual and institutional members shall be determined by the Executive Committee and ratified by a majority vote of the members at the annual business meeting.
- I:3 (a) Members in good standing shall have the right to attend the Society's annual business meeting and shall be eligible to hold office and to vote in the Society's business meetings and in its elections by electronic ballot. Membership includes one copy of *French Colonial History* for the year of paid membership, and one copy of each issue of the *Newsletter* during the same year.
- (b) Membership in good standing is defined as paid membership certified by the Treasurer. In order to participate in elections, good standing must be established at least thirty days before the election. In order to participate in and vote at the annual business meeting, good standing must be established prior to the opening of the meeting.
- I:4 The membership year runs from January 1 until December 31; membership in good standing is required of all participants (presenters and panel chairs/moderators/commentators) in the annual meeting.

## **Article II: Officers and Elections**

- II:1 The Executive Committee of the Society shall consist of a President, a Vice-President, and a Treasurer.
- II:2 The President, Vice-President, and Treasurer shall be elected for terms of two years each, beginning on July 1. The President and Vice-President normally will not be eligible for re-election to the particular office they then hold, but the Treasurer will be eligible for re-election.

- II:3 The President shall be the executive officer responsible for calling and chairing all meetings and for acting as spokesperson for the Society. The President will accept invitations for hosting the Society's regular annual meeting, supervise the selection of the host institution/location, and enter into or delegate negotiations with it. The President must approve all official business of the Society.
- II:4 The Vice-President shall be responsible for keeping the minutes of the Executive Committee and annual business meeting; for the general correspondence of the Society; and for organizing all elections within the Society, including preparing the list of candidates and informing the membership of the voting procedures and deadlines. The Vice-President will assist with other business of the Society that may be delegated by the President and Executive Committee.
- II:5 The Treasurer shall be responsible for collecting the annual dues and other receipts; for making authorized disbursements; for maintaining up-to-date membership lists; and for providing mailing lists for *French Colonial History*, ballots and the Newsletter. The Treasurer will present a financial report to the annual meeting, and will file this report together with any necessary paperwork with the relevant state and federal authorities.
- II:6 The editor of *French Colonial History* and any other non-elective officers shall be appointed by the Executive Committee normally for two-year terms, with eligibility for re-appointment.
- II:7 In the event of the resignation, death or disability of the President, the Vice-President shall succeed to the presidency until the end of the biennial term. The vacant office of Vice-President will, if more than twelve months remain in the term, be filled through an electronic ballot or, if practical, with the approval of a majority of members present at the annual business meeting.
- II:8
- (a) Biennial elections and interim by-elections, subject to Article II:7, shall be held by electronic ballot. The candidate for each office who receives the largest number of votes cast shall be elected.
  - (b) The Vice-President will chair a Nominating Committee to solicit, propose and receive nominations. A call for nominations will be made in timely manner in the Newsletter. Candidates and instructions for electronic balloting will be announced in the January newsletter, with the deadline for cast ballots to be received not later than ten days before the annual business meeting.
  - (c) The results of electronic election balloting are to be submitted by the webmaster to the outgoing President, who shall report the results in writing to the Executive Committee and announce them at the annual business meeting.
- II:9 An advisory group appointed by the President and including the immediate past President shall serve at the President's discretion for consultation by the President and the Executive Committee between annual business meetings.

- II:10 The Executive Committee may strike committees and sub-committees, and delegate responsibilities to members at large as deemed advisable for the conduct of the Society's business. The President shall report the Executive Committee's actions to the membership at the annual business meeting.
- II:11 The Executive Committee may issue resolutions on behalf of the Society, on matters pertaining to the Society's mission with the approval of the membership. Resolutions may be proposed by five members in good standing or by any member of the Executive Committee. Resolutions must be approved by the Executive Committee and approved by a vote of the membership. Proposed resolutions shall be submitted to the membership for approval or rejection via electronic balloting. Resolutions will be adopted by a majority vote of at least thirty participating members.

### **Article III: Meetings**

- III:1 There shall be an Annual Meeting open to all members in good standing, and to guests of the Society.
- III:2 Normally the Annual Meeting will be held in the spring of each year at a location approved by the Executive Committee. The President and/or his or her delegate(s) will supervise arrangements in consultation with the local arrangements chairperson(s) and the program chairperson.
- III:3 The local arrangements chairperson(s) and the program chairperson of the Annual Meeting will be appointed by the Executive Committee and may be assisted by other Society members designated by the Executive Committee. The local arrangements chairperson(s) will be responsible for making the logistical arrangements necessary for the Annual Meeting. The program chairperson will be responsible for the preparation of the program, which will include at least one hour for the annual business meeting.
- III:4 The program will be prepared at least three months before the Annual Meeting date and must be approved by the Executive Committee.
- III:5 The agenda of the annual business meeting shall be set by the President and approved by the Executive Committee, and will include in any case reports by the President for the Executive Committee, by the Treasurer, by the editor of *French Colonial History*, and by committee chairpersons as required. Decisions of the annual business meeting will be carried by a majority vote of members present. The quorum, except in the case of IV:4, is 25 members.

### **Article IV: Amendments**

- IV:1 Amendments to the bylaws may be proposed by five members in good standing or by any member of the Executive Committee.
- IV:2 The placing of proposed amendments on the agenda of the annual business meeting must be approved by two members of the Executive Committee. Failing this approval, the

Executive Committee shall nevertheless report to the business meeting the receipt of all proposed amendments.

IV:3 Proposed amendments approved by the Executive Committee for inclusion on the agenda of the annual business meeting shall be made available to members at least thirty days prior to the annual business meeting at which the amendments are to be proposed, either by special mailing or by notice in the Newsletter.

IV:4 Approval of amendments requires a majority vote of members. The quorum required for amendments to the bylaws is 30 members. Failing a quorum, proposed amendments may, at the discretion of the Executive Committee, be submitted to the membership via electronic balloting for approval or rejection.

#### **Article V: Dissolution**

Upon dissolution of this organization, its assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.