

# Proposed Revisions to the AHA Constitution

## ***Article I: Name***

The name of this society shall be the American Historical Association.

## ***Article II: Purpose***

Its object shall be the promotion of historical studies through the encouragement of research, teaching, and publication; the collection and preservation of historical documents and artifacts; the dissemination of historical records and information; the broadening of historical knowledge among the general public; and the pursuit of kindred activities in the interest of history.

## ***Article III: Membership***

Membership in the Association shall be open to any person interested in history on the payment of one year's dues. Any member whose dues are in arrears shall be dropped from the roll. Members who have been so dropped may be reinstated at any time by the payment in advance of one year's dues. Only members in good standing shall have the right to vote or hold office in the Association. ~~Honorary members of the Association may be elected by the Council~~The Council may elect honorary members of the Association, and such honorary members shall be exempt from payment of dues.

## ***Article IV: Officers***

*Section 1:* The elected officers shall be: the president, the president-elect, the immediate past-president, and three vice-presidents. The appointed officers shall be: the executive director, ~~the deputy executive director~~, the editor of the *American Historical Review*, ~~and the controller~~, and such other officers as the Council considers necessary from time to time for the proper operation of the Association.

***Pro:*** This deletes the unwieldy (and long vacant) deputy executive director as a Council appointed position, and provides Council with the flexibility to make interim appointments (such as an acting executive director or acting *AHR* editor). As part of the Council's fiduciary responsibility for the Association, it is responsible for filling such positions and setting the terms of their compensation.

***Con:*** This revision may give the Council too much discretion to create new appointed-officer positions without due consideration of the financial implications.

*Section 2:* The president shall be elected for a one-year term. It shall be his or her duty to preside at meetings of the Council and at the business meeting and to formulate policies and projects for presentation to the Council to fulfill the chartered obligations and purposes of the Association. After his or her term the president shall become the immediate past-president for a one-year term.

*Section 3:* The president-elect shall be elected for a one-year term. He or she shall be a member of the Council. If the office of president shall, through any cause, become vacant, the president-elect shall thereupon become president.

~~Section 4: Each of t~~The vice-presidents shall be elected for ~~a staggered~~ three-year terms. ~~He or she~~ Each shall serve as a member of the Council and as chair~~man~~ of a ~~d~~Divisional Committee of the Council (as described in Article VI), composed of one other member of the Council appointed annually by the president and three members each elected for staggered three-year terms.

~~Section 5:~~ It shall be the duty of each vice-president, under the direction of the Council and with the assistance of the executive director, to formulate policies and projects for submission to the Council on behalf of his or her respective ~~d~~Division.

**Pro: This section reorganizes the roles of the vice-presidents, consistent with the reorganization of Council detailed in Article V.**

~~Section 65:~~ The executive director shall be the chief administrative officer of the Association. It shall be his or her duty, under the direction of the Council, to oversee the affairs of the Association, to have responsibility for the continuing operations of the Association, to supervise the work of its committees, to assist in the formulation of policies and projects for submission to the Council, to execute instructions of the Council, and to perform such other duties as the Council may direct.

~~The Council may appoint a deputy executive director who shall serve under the provisions of Article IV, Section 7 (which limits an individual term of appointment to a maximum duration of five years), as deputy and principal assistant to the executive director in the conduct of the continuing operations of the Association. The deputy executive director shall assist in the supervision of its committees and support the divisions and the Council.~~

**Pro: This deletes the unwieldy (and long vacant) deputy executive director position.**

~~Section 76:~~ The appointed officers shall be designated by the Council for specified terms of office not to exceed five years and shall be eligible for reappointment. They shall receive such compensation as the Council may determine.

## **Article V: Council**

~~Section 1:~~ There shall be a Council constituted as follows:

(a) The president, ~~elect~~immediate past-president, and ~~the three vice-presidents, elected for staggered terms of three years.~~

(b) Nine members who have been elected to one of the dDivisions of the Council.~~Elected members, six in number, chosen by ballot in the manner provided in Article VIII. These members shall be elected for a term of three years, two to be elected each year, except in the case of elections to complete unexpired terms.~~

~~(c) The immediate past president, who shall serve for a one-year term.~~

~~(d)~~ The executive director, editor of the American Historical Review, and controller~~and deputy executive director, serving as a nonvoting members.~~

**Pro: This section integrates the Divisions into the Council, by increasing the number of Council members by three, and reducing the number of division members by the**

same amount. This allows the Divisions to work more closely with the Council, without diminishing their focus and character. In the words of one former member of the Professional Division, “Having the divisions' members sit with council and having the divisions then arrive at their own decisions without looking over their (collective) shoulder at the Council is a good idea.”

Reflecting long-standing practice, subsection (c) adds the editor of the *AHR* as a non-voting member of the Council

**Con:** Limiting membership on the Council to individuals elected to the three Divisions might exclude members from Council with the broad experience in the profession in favor of individuals with the kinds of special talents and interests usually associated with membership in one of the Divisions.

*Section 2:* The Council shall conduct the business, manage the property, and care for the general interests of the Association. The Council shall fix the amount of dues and the date on which any change of dues becomes effective. It may appoint such committees as it deems necessary. The Council shall call an annual meeting of the Association at a place and time it deems appropriate. It shall report to the membership on its deliberations and actions through the publications of the Association and at the business meeting.

*Section 3:* To transact necessary business ~~in the interim~~ between meetings of the Council, there shall be an Executive Committee composed of the president, ~~the~~ president-elect, immediate past-president, and three vice presidents, ~~not more than three other voting members of the Council elected annually by the Council. The Executive Committee in the conduct of its business shall be subject always to the general direction of the Council.~~

~~*Section 4:* For the general management of the financial affairs of the Association, there shall be a Finance Committee composed of the president, the president-elect, and not more than three other voting members of the Council elected annually by the Council.~~

**Pro:** The revision to Section 3 formalizes the membership of the executive committee of the Council. Section 4 has been deleted, since the Finance Committee has been reconstituted to replace the current Board of Trustees and bring together Council members with members and outside experts with greater financial expertise. See Article VIII, section 2.

## ***Article VI: Divisions***

*Section 1:* ~~The~~ Council of the Association shall have three dDivisions: ~~shall be~~ a Research Division, a Teaching Division, and a Professional Division ~~of the Association, each with its appropriate vice-president and divisional committee.~~ Each dDivision shall act under the direction of the Council, and be comprised of a vice-president and three other members elected to that dDivision.

**Pro:** This reflects the changes already detailed in Article V, section 1, and consolidates or deletes repetitive languages, such as the clause “under the direction of the Council” from the next three sections.

*Section 2:* It shall be the duty of the Research Division, ~~under the direction of the Council,~~ to help promote historical scholarship, to encourage the collection and preservation of historical documents

and artifacts, to ensure equal access to information, and to foster the dissemination of information about historical records and research.

**Pro:** This description appears broad enough to encompass all forms of scholarly activity.

**Con:** The description of the duties of the Research Division seems somewhat dated, emphasizing the promotion and dissemination of scholarship and archival collections by traditional printed formats and on-site venues.

*Section 3:* It shall be the duty of the Teaching Division, ~~under the direction of the Council,~~ to collect and disseminate information about the training of teachers and about instructional techniques and materials, and to encourage excellence in the teaching of history in the schools, colleges, and universities.

*Section 4:* It shall be the duty of the Professional Division, ~~under the direction of the Council,~~ to promote integrity, fairness, and civility in the practice of history, to collect and disseminate information about employment opportunities, and to help ensure equal opportunities for all historians, regardless of individual membership in the Association.

**Pro:** This section clarifies the role of the Professional Division in light of the recent revisions to the *Statement of Standards on Professional Conduct*.

## **Article VII: Business Meeting**

*Section 1:* The Council shall call a business meeting, open to all members of the Association in good standing, to convene at the time of the annual meeting.

*Section 2:* The business meeting, ~~by a majority vote,~~ may consider resolutions and proposals ~~of any kind~~ submitted by Council or by a petition of the membership, concerning the affairs of the Association, receive reports of officers and committees, instruct officers and the Council, and exercise any powers not reserved to the Council, Nominating Committee, ~~Board of Trustees,~~ and elected or appointed officers of the Association.

**Pro:** This revision makes the provision to bring petitions to the business meeting (signed by 25 members, as described in the bylaws) a part of the constitution.

*Section 3:* All measures adopted by the business meeting shall come before the Council for acceptance, nonconcurrency, or veto. If accepted by the Council, they shall be binding on the Association.

*Section 4:* The Council may veto any measure adopted ~~by~~ at the business meeting that it believes to be in violation of the Association's constitution, the law, or financially or administratively infeasible, ~~or which, on advice of counsel, it judges to be in violation of law.~~ The Council shall publish an explanation for each such veto.

*Section 5:* The Council may vote not to concur in any measure adopted by the business meeting. Within ninety days of such vote, the Council shall submit the measure to a vote of the entire membership with an opportunity for the proponents of the measure and the Council to set forth their respective positions, ~~of the Council meeting following the business meeting, the Council shall publish its opinion of each measure with which it does not concur and submit the measure to a mail ballot of~~

~~the entire membership.~~ If approved by a majority of the members ~~in the mail ballot~~ voting, the measure shall be binding on the Association.

~~Section 6: The Council may postpone implementation of any measure adopted by the business meeting or approved by mail ballot that in its judgment is financially or administratively unfeasible. The Council shall publish an explanation of each such decision and justify it at the subsequent business meeting.~~

**Pro:** Sections 3 through 5 (as re-drafted) will ensure an opportunity for members to discuss any measure adopted by a business meeting but not concurred to by Council before the final vote of the membership. By deleting section 6, we remove the Council's ability to "postpone" indefinitely a decision adopted at a business meeting or approved by mail ballot. It leaves intact Council's ability to veto such a decision on the same grounds under section 4.

**Con:** The proposed change does not go far enough to ensure that the Association's formal policies reflect the will of the membership.

## ***Article VIII: Committees***

~~Section 1: The Nominating Committee shall consist of nine members, each of whom shall serve a term of three years. Three shall be elected each year. The president shall fill by *ad interim* appointment any vacancy that may occur between annual meetings.~~

Section 1: There shall be a Nominating Committee consisting of nine members, three of whom shall be elected each year. In the event of a vacancy, the president shall appoint an interim member to serve until the next annual election.

(a) The Nominating Committee shall nominate annually a candidate for president, and two candidates for each of the following: president-elect, a ~~Divisional~~ vice-president, each position on the ~~d~~Divisions, each position on the Nominating Committee and Committee on Committees, and any elected position that is vacant.

(b) Nominations may also be made to any of the foregoing positions by petition supported by the signature of not less than one hundred members of the Association in good standing indicating the position for which the petition is intended. Nominations by petition must be received by the ~~c~~Chair of the Nominating Committee not less than sixty days prior to the distribution of ballots ~~three months prior to the annual meeting.~~

**Pro:** The changes to this section are largely stylistic; however they do provide more time to petition for alternate candidates.

Section 2: There shall be a Finance Committee comprised of the president, president-elect, and not less than one additional member of the Council selected by the president. In addition, upon nomination by the president, the Council may appoint additional persons to the Finance Committee provided that at all times a majority of the committee is composed of elected Council members. The ~~F~~Finance Committee shall monitor the financial condition of the Association, supervise the performance of any financial advisors or consultants, and report periodically to the Council.

**Pro:** This reconstituted Finance Committee replaces the Board of Trustees (formerly

described in Article IX), which currently oversees investments. This change is intended to make clear that fiduciary responsibility for the organization rests with Council, by combining the roles of the Board of Trustees and the existing Finance Committee. The enlarged committee would then have the requisite financial expertise and also report directly to Council.

**Con:** Given the elimination of the Board of Trustees, this section or the bylaws should specify that at least one person with a documented financial or business background will be appointed to the Finance Committee.

Section 3: There shall be a Committee on Committees consisting of five members. The president-elect shall serve as chair and four members shall be elected to staggered three-year terms. The committee shall will nominate AHA members to serve on appointive committees of the Association, subject to approval by the Council.

## **Article IX: Elections**

~~Section 12:~~ There ~~Nominating Committee shall nominate, by shall be an~~ annual ~~mail ballot, election candidates~~ for the offices of president, president-elect, ~~a Division~~ vice-president, ~~member of the Council, and~~ members of ~~the a d~~ Divisional Committee, ~~member of the~~ Nominating Committee, and ~~elected member of the~~ Committee on Committees; ~~and the unexpired term of any elected position that is vacant.~~ On the annual ballot the Nominating Committee shall, except as hereinafter provided, present one name for the office of president, two names for the office of president-elect, and two or more names for each office of vice-president which shall be prospectively vacant, and two or more names for each position on the Council, on the Nominating Committee, on the Committee on Committees, and on the Divisional Committees, where like prospective vacancies shall exist, and the names of any persons nominated by petition as specified in Section 3 of this Article. But the Council may, in its bylaws or by resolution, provide for additional nominations to be made by the Nominating Committee for any position where there is a vacancy through death or by resignation of a candidate.

~~Section 3:~~ Nominations may also be made by petitions carrying in each case the signatures of one hundred or more members of the Association in good standing and indicating in each case the particular vacancy for which the nomination is intended. Nominations by petition must be in the hands of the chairman of the Nominating Committee at least three months before the annual meeting. In distributing the annual ballot by mail to the members of the Association, the Nominating Committee shall present and identify such candidates nominated by petition along with its own candidates, having first ascertained that all candidates have consented to stand for election.

~~Section 24:~~ The annual ballot shall be ~~distributed~~mailed to the full membership of the Association at least six weeks before the annual meeting. No vote received after the due date specified on the ballot shall be valid. Election shall be by plurality of the votes cast for each vacancy. ~~The votes shall be counted and checked in such manner as the Nominating Committee shall prescribe and shall then be sealed in a box and deposited in the headquarters of the Association, where they shall be kept for at least one year.~~The results of the election shall be announced at the business meeting and in the publications of the Association. In the case of a tie vote, ~~the choice among the tied candidates shall be made by the business meeting~~a coin flip shall determine the winner.

**Pro:** The revisions to section 1 and 2 separate out the description of the election process formerly in Article VIII, and clarify language about the elections to better reflect our electronic capabilities. Section 2 also removes the choice in tie votes from the business meeting, which seemed subject to abuse given the small portion of the

membership who usually attend. This substitutes a random method of chance (a coin flip) to determine the winner, which is the standard method among non-profit associations, and was recently used by the Association of College and Research Libraries to determine the presidency.

Section 3: The Nominating Committee shall act as the supervisor of any election and all issues relating to any election shall be referred to it for final decision. The Nominating Committee shall keep all records of elections in a secure place for a period of not less than one year.

**Pro:** This provision simplifies and clarifies the authority of the Nominating Committee, which had previously been scattered in sections 2 and 3. Members retain the ability place new names on the ballot by (in Article VIII, section 1(b)).

**Con:** Some members object to the self-perpetuating nature of the nominating process.

### ***Article IX***

~~There shall be a Board of Trustees, five in number, consisting of a chairman and four other members, nominated by the Council and elected at the business meeting of the Association. Election shall be for a term of five years except in the case of an election to complete an unexpired term. The Board of Trustees, acting by a majority thereof, shall have the power, under the policy direction of the Council, to invest and reinvest the permanent funds of the Association with authority to employ such agents, investment counsel, and banks or trust companies as it may deem wise in carrying out its duties, and with further authority to delegate and transfer to any bank or trust company all its power to invest or reinvest. Neither the Board of Trustees nor any bank or trust company to whom it may so transfer its power shall be controlled in its discretion by any statute or other law applicable to fiduciaries, and the liabilities of the individual members of the board and of any such bank or trust company shall be limited to good faith and lack of actual or willful misconduct in the discharge of the duties resting on them. The Finance Committee of the Council shall meet at least once each year with the Board of Trustees of the Association to discuss investment policies and the financial needs of the Association.~~

**Pro:** This Article has been deleted and the function moved into the reconstituted Finance Committee described in Article VIII, Section 2.

### ***Article X: Amendments***

Amendments to this constitution may be proposed ~~by:~~ (1) ~~by~~ the Council, (2) ~~by~~ petition to the Council of one hundred or more members in good standing, or (3) ~~by~~ resolution at an annual business meeting ~~on a majority affirmative vote of twenty-five members in good standing.~~ Any amendment shall be reported to the membership with arguments pro and con, if appropriate, and shall be included in the next annual vote for election of officers and committee members. Any amendment receiving a plurality of the votes cast in the election shall be considered adopted. ~~An amendment so proposed shall be reported to the membership through an appropriate Association publication at least six weeks in advance of the subsequent earliest annual business meeting for which such notice is possible, and shall be placed on the agenda of that meeting for discussion and advisory vote. Thereafter, the proposed amendment shall be submitted to the membership of the Association, accompanied by summary statements of the pro and con arguments thereon, for approval or rejection by mail ballot.~~

**Pro:** This Article increases the number needed to petition for a constitutional amendment from 25 to 100. Amendments can still be placed before the business meeting by petition, and if approved, submitted to the entire membership for a vote on the next ballot.

### ***Article XI: Bylaws***

The Council may adopt bylaws not inconsistent with the provisions of the constitution on any matter of concern to the Association.

### ***Article XII: Interim Procedures***

On the adoption of this constitution, the Council shall have the power to decide the details of the transition from the existing organization to that embodied in this document.

Most recent change in constitution: November, 1995