

## H-Net By-Laws

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### **Article I Membership**

**Section 1.01. Eligibility.** Voting Membership is open to persons active in the organization as officers, online editors, web editors, review editors, and other types of editors as shall be established in the future. Other persons involved in its operations and who subscribe to the purposes of the organization, may be certified as Voting Members by a majority vote of the Executive Council.

**Section 1.02. Voting Members.** Eligible persons are voting members, entitling them to vote and to seek election or appointment to H-Net leadership positions, if they have been designated by the Executive Council as voting members, maintain active subscriptions to HNET-STAFF, and continue to fulfill all conditions of voting membership.

**Section 1.03. Termination.** Voting membership is ended by (a) resignation, (b) failure to meet all membership requirements listed in Sections 1 and 2, unless excused for good cause, or (c) expulsion by a two-thirds vote of the membership or Executive Council for conduct unbecoming a member or prejudicial to the aims or reputation of the organization, after notice and the opportunity for a hearing.

**Section 1.04. Nonvoting Members.** The Executive Council may provide for associate, institutional, affiliate, and other categories of membership, but persons and organizations in these added categories shall not vote in H-Net elections or on its policy matters and shall not be eligible for election or appointment to its leadership positions unless they become voting members.

**Section 1.05. Subscribers.** Any natural person may become a subscriber of H-Net as long as they abide by the rules, policies, and traditions of H-Net and scholarly discourse. A subscriber is not a voting member but may become one if the individual takes on the duties of editor, as stated in Section 1 of this article, or is otherwise certified by the Executive Council.

### **Article II**

## Membership Communications

**Section 2.01. HNET-STAFF.** The Executive Council and editorial staff shall regularly communicate with each other through an official, confidential, moderated online list or its equivalent, HNET-STAFF, which shall be used to cultivate informed opinion among members about H-Net policies, to hold internal elections and vote on policies, and to publish H-Net policies, announcements, decisions, and agendas for the Executive Council and committees. All members shall maintain active subscriptions to HNET-STAFF. Subscription to HNET-STAFF constitutes both attendance at membership meetings and reception of official notices distributed via HNET-STAFF.

## Article III

### Networks

**Section 3.01. Network Policies.** All H-Net subject-area networks shall have advisory boards and may, with the approval of the H-Net Executive Council, affiliate themselves with other professional or scholarly organizations. The networks shall work within the policies established by the Executive Council in consultation with the editors and advisory boards and with any other affiliated organizations.

**Section 3.02. Editors.** Network editors are certified by the Executive Council in consultation with current network editors (if any) and advisory boards. Editors shall regularly consult with their advisory boards and subscribers.

**Section 3.03. Dispute Resolution.** Each network shall develop and publish guidelines for dispute resolution in accordance with H-Net guidelines developed by the Executive Council and published as Council Policies. Guidelines for resolving disputes about editorial decisions shall include, at a minimum, a professional review of the issues by the network's editors, with appeals sequentially permitted to the advisory board, the Vice President for Networks (for matters related to general network content) or the Vice President for Research and Publications (for matters related to H-Net reviews or other publications), the President, and at the President's discretion, the Executive Council.

**Section 3.04. Intellectual Property.** H-Net respects the copyrights of authors whose material is posted on its lists or is stored in its logs and web

pages. Authors who post discussion items to H-Net lists grant to H-Net only the right to reproduce their work electronically on H-Net lists and in H-Net files. H-Net owns the name of each subject-area list and web site and its roster of subscribers, but its ownership is asserted only to protect the rights of H-Net and shall not infringe on the copyrights of authors regarding any files or documents they may have made available to H-Net. All issues of copyrights on H-Net material shall be determined by policy established by the Executive Council in accordance with international copyright conventions and pertinent national legislation.

## Article IV

### Executive Council

**Section 4.01. Composition, Selection, and Terms.** The affairs and property of the organization shall be managed by an Executive Council consisting of 17 members selected as follows:

- A. The President, promoted automatically from the office of President Elect upon the completion of the previous President's one-year term or upon a vacancy in the office of President.
- B. The President Elect, elected by the members, who succeeds the President upon the completion of the President's one-calendar-year term or to fill a vacancy in the office of President.
- C. The Past President, who serves for one calendar year upon completion of his or her term as President or until a succeeding President leaves that office and becomes Past President.
- D. Three Vice Presidents -- Vice President for Networks, Vice President for Teaching, and Vice President for Research and Publications -- elected by the members for staggered terms of two years, with two Vice Presidents elected in one year and one in the next year.

- E. Nine At-Large Executive Council Members, elected by the members for staggered terms of three years, with three At-Large Executive Council members elected each year.
- F. The Editor of HNET-STAFF, elected by the members for a two-year term.
- G. The Executive Director, appointed by the Executive Council to a three-year term, who shall serve as the organization's chief administrative officer.

All terms are renewable except those of the President, President Elect, and Past President, who may not immediately succeed themselves. All terms shall begin the January 1 following election, except as provided in this section, and shall end on December 31 of the final year of the term or when a successor takes office.

**Section 4.02. Elections.** As befits an organization whose work is carried out primarily on the Internet, elections and other membership deliberations and votes shall be conducted online. An Elections Committee, chaired by the President Elect, whose other members are appointed by the President with the approval of the Executive Council, shall manage regular elections, which shall take place between October 1 and November 15 of each year, and any special elections. The Committee shall consist of persons who are not current candidates for election and shall adopt procedures designed to ensure fairness, due process, and a secret ballot. All members are eligible to nominate themselves for any elective office to be filled at the next election or be nominated by others with their approval. Subject to rules and time frames set by the Committee, a candidate for office may submit a statement of his or her qualifications and positions to be distributed to voting members. All members may cast one vote for each office subject to election, including elections to fill partial terms, during a 72-hour period set by the Committee, which shall if practicable make special arrangements for casting an advance ballot at the request of a member who must be offline during the voting period. At-Large Executive Council members shall be elected by plurality vote. The offices of President Elect, Vice President, and Editor of HNET-STAFF shall be elected by a majority of the votes cast; if no candidate for an office receives a majority, following a three-day discussion period a run-off election shall be held between the two candidates who received the most votes for that office.

**Section 4.03. Leaves of Absence.** In case of hardship, an officer or At Large Member may take a leave of absence for up to three months, during which time the Executive Council shall select a temporary replacement to fulfill the duties of the person on leave.

**Section 4.04. Duties of the Executive Council.** The Executive Council shall care for the general interests of H-Net; shall make all policy decisions including interpretations of the Articles of Incorporation and these bylaws, subject to appeals to the members pursuant to Section 6; and shall nurture and provide support to the organization's networks and projects. The Executive Council's powers shall include creation of committees and approval of appointments to them; setting standards for agreements with host institutions and partner organizations and approval and periodic review of such agreements; approval of the mandate for each H-Net network and control of its admission, suspension, and abolition; and certification of H-Net editors and advisory board members.

**Section 4.05. Executive Council Procedures.** Executive Council decisions may be made by informal unanimous consent, but at the request of any one Executive Council member a formal vote shall be taken. A minimum of nine affirmative votes is necessary and sufficient for the Executive Council to pass any measure, except as otherwise stated.

**Section 4.06. Appeals of Executive Council Decisions.** A decision made by the Executive Council may be appealed to the entire membership, if a member notifies the Executive Council and the membership of the intention to seek an appeal within two weeks after the official publication of the decision provided that, within two weeks after its announcement, the appeal is endorsed by at least twenty-five members. The decision is rescinded if 66 percent of members voting in a special one-day election held after one week's notice to all members vote for rescission.

## Article V

### Committees

**Section 5.01. Committees.** In addition to the standing committees

enumerated in this Article, the Executive Council may create and define the duties and powers of such additional standing or ad-hoc committees as it requires. The Executive Council may delegate any of its powers to committees, subject to the Executive Council's power to review and revise committee decisions. Unless otherwise provided in these Bylaws or determined by the Executive Council, the President may appoint the members and designate the chairperson of each committee. The responsibilities and membership of all committees shall be announced to the membership, and all committees shall keep written records of their work and shall regularly report their progress to the Executive Council.

**Section 5.02. Editorial Affairs Committee.** This committee, chaired by the Vice President for Networks, is responsible for coordinating the development, oversight, and support of new and existing H-Net networks and for establishing and monitoring support services for editors and subscribers. It also advises the Executive Council on policies and practices for subject-area networks. The Vice-President for Networks may staff the committee from H-Net's certified list editors and other interested parties as necessary.

**Section 5.03. Teaching Committee.** This committee, chaired by the Vice President for Teaching, is responsible for coordinating development and support of teaching initiatives and advising the Executive Council on teaching policies and practices. The Vice-President for Teaching may staff the committee from H-Net's certified teaching editors and other interested parties as necessary.

**Section 5.04. Publications Committee.** This committee, chaired by the Vice President for Research and Publications, is responsible for coordinating and assisting in the recruitment, training, and oversight of review editors. It also advises the Board on research and publications matters, including reviews. The Vice-President for Research and Publications may staff the committee from H-Net's certified review editors and other interested parties as necessary.

**Section 5.05. Nominating Committee.** This committee, chaired by the President, and composed of the President, Past President, President-Elect and at least two other Executive Council members, is responsible for recruiting and nominating eligible candidates for electoral office in the organization.

**Section 5.06. Finance Committee.** This committee, chaired by the Treasurer, or

the President if the Treasurer position is unfilled, and composed of the President, Past President, President-Elect and at least two other Executive Council members, is responsible for overseeing H-Net's finances, including accounting, and for making recommendations on fiscal policy to the Executive Council.

**Section 5.07. Rules and Procedures Committee.** This committee, composed of at least four members of the Executive Council as well as the President and Executive Director, *ex officio*, is responsible for overseeing H-Net's Articles of Incorporation, Bylaws, Council policies, and other policy documents and for making rules and procedures related policy recommendations to the Executive Council.

## Article VI

### Officers

**Section 6.01. Elected Officers.** The elected officers shall be the President, the President Elect, the Past President, the Vice President for Networks, the Vice President for Teaching, the Vice President for Research and Publications, and the Editor of HNET-STAFF, who shall be selected in accordance with Article IV and while holding these offices shall be voting members of the Executive Council.

**A. President.** The President shall chair the Executive Council and the Nominating Committee and propose policies and projects to the Executive Council to fulfill the obligations and purposes of the organization, and shall work with the other officers to plan the development of H-Net and to represent it in dealings with other organizations.

**B. President Elect.** The President Elect shall chair the Elections Committee, serve on the Nominating Committee, and perform other duties assigned by the President or the Executive Council.

**C. Past President.** The Past President serves on the Nominating Committee and shall perform other duties assigned by the President or the Executive Council.

**D. Vice President for Networks.** The Vice President for Networks shall chair the Editorial Affairs Committee and shall be responsible for working with the committee to formulate policies and projects for H-Net's networks and for submitting them to the Executive Council on its behalf.

**E. Vice President for Teaching.** The Vice President for Teaching shall chair the Teaching Committee and shall be responsible for working with the committee to formulate teaching policies and projects and for submitting them to the Executive Council on its behalf.

**F. Vice President for Research and Publications.** The Vice President for Research and Publications shall chair the Publications Committee and shall be responsible for working with the

committee to formulate policies and projects for H-Net publications, including reviews, and for submitting them to the Executive Council on its behalf.

**G. Editor of HNET-STAFF.** The Editor of HNET-STAFF shall be responsible for the management and content of HNET-STAFF and shall appoint an assistant editor, who is not otherwise an H-Net officer, to manage the list during any brief absence or indisposition of the editor and during election campaigns when the editor is a candidate for re-election. During any period when both the editor and the assistant editor are candidates for H-Net offices, the Executive Council shall select a non-candidate member to serve as acting editor until the end of the campaign.

**Section 6.02. Appointed Officers.** The appointed officers shall be the Executive Director, the Treasurer and the Secretary.

**A. Executive Director.** The Executive Director shall be selected in accordance with and shall have the powers and responsibilities enumerated in Article VIII, and while in office shall be a voting member of the Executive Council.

**B. Treasurer.** The Treasurer shall be appointed by the Executive Council for a renewable three-year term, shall be responsible for the duties enumerated in Article VII, Section 3, and shall work with the Executive Director and designated members of the Executive Council in creating a budget for H-Net activities. The Treasurer shall not be a voting member of the Executive Council by virtue of holding that office but may vote if elected as an At-Large Member before or after appointment as Treasurer. Vice-Presidents and the HNET-Staff editor are ineligible to be appointed Treasurer.

**C. Secretary.** The Secretary shall be appointed by the Executive Council to a renewable one-year term and shall be responsible for recording and maintaining records of all decisions made by the Executive Council and ensuring that regular two-way communication exists between the Executive Council and the organization's various constituencies, including the membership, advisory boards, and subscribers. The Secretary shall not be a voting member of the Executive Council by virtue of holding that office but may vote if elected as an At-Large Member or as HNET-Staff editor before or after appointment as Secretary. Vice-Presidents are ineligible to be



appointed Secretary.

## Article VII

### Finance

**Section 7.01. Acceptance of Funds.** Grants, donations, bequests, and other funds and property may be accepted from any source in conformity with policies adopted by the Executive Council.

**Section 7.02. Depository Accounts.** Funds of the organization shall be placed in such depository or investment accounts as the Executive Council may designate, including accounts maintained on the organization's behalf by an educational institution.

**Section 7.03. Management of Funds.** The Treasurer shall be the principal custodian of all funds, shall see that accurate books of account are maintained, shall ensure compliance with government tax, reporting, and other requirements, and shall provide the Executive Council with financial reports and statements as needed. All financial records shall be open to inspection by any At Large Member.

**Section 7.04. Payments to Executive Council Members and Officers.** There shall be no compensation for serving as an elected officer or At Large Member, but elected officers and Executive Council members may be compensated for simultaneously serving as an appointed officer (Treasurer or Secretary), for other services to the organization, and be reimbursed for expenses incurred on its behalf. The Executive Director and other appointed officers may be compensated for service to the organization at a rate approved by a majority vote of the Executive Council and, where applicable, in consultation with H-Net's host institution.

**Section 7.05. Fiscal Year.** The financial records and reports of the organization shall be based on a fiscal year ending June 30.

## Article VIII

### Staff

**Section 8.01. Employment of Executive Director.** An Executive Director may be employed by the Executive Council as the organization's chief

administrative officer on terms agreed between the Executive Council and the Executive Director. Unless otherwise provided in a written agreement, the Executive Director shall be employed for a renewable three-year term or until he or she shall resign, be unable to serve, or be removed by vote of the Executive Council. The Executive Director shall be a voting member of the Executive Council but shall not vote on matters related to his or her employment, evaluation, or dismissal.

**Section 8.02. Duties and Powers of Executive Director.** Within policies determined by the Executive Council, the Executive Director shall have responsibility and power to carry out or delegate day-to-day operations, which include but are not limited to the following: (a) financial operations, including preparation of budgets and management of and accounting for funds; (b) purchasing and contracting for equipment, supplies, services, and facilities; (c) hiring, defining the duties of, managing, evaluating, and dismissing other staff members; (d) managing relations with other organizations, including regulatory agencies and funding sources; (e) preparation of proposals, reports, and presentations regarding policies and activities needed by the Executive Council; and (f) all other activities necessary to orderly operation and effective pursuit of the corporation's goals.

**Section 8.03. Associate Directors.** The Executive Director may appoint Associate Directors, with the advice and consent of the Executive Council. Associate Directors will assist in the day-to-day management of H-Net and will be ex officio, non-voting members of the Executive Council. Unless otherwise provided in a written agreement, an Associate Director shall be employed for a renewable, two-year term or until he or she shall resign, be unable to serve, or be removed by the Executive Director with the advice and consent of the Executive Council subject to the terms of the Associate Director's contract either with H-Net or its host institution. In the event that more than one Associate Director is currently serving, the Executive Director shall designate which Associate Director will act as Interim Executive Director in case of the Executive Director's resignation, incapacity, or removal by vote of the Executive Council, to serve until such time as the Executive Council appoints a new Executive Director or replaces the Interim Executive Director with a different officer.

**Section 8.04. Other Staff.** Other staff members shall be selected by the Executive Director or by persons to whom the Executive Director has delegated

that power, and they shall be employed on such terms as may be found desirable for furtherance of the purposes of the corporation.

## Article IX

### Indemnification

**Section 9.01. Indemnification.** To the extent permitted by law, the corporation shall pay or reimburse expenses and liabilities incurred by its officers, Executive Council members, and employees as a result of actual or threatened legal or administrative proceedings related to their service to the corporation, provided they acted in good faith in the matters giving rise to the proceedings, reasonably believed their actions to be in the best interests of the corporation, and did not knowingly violate the law, and further provided they have given prompt notice of the matters to the corporation and have given it the opportunity to provide legal counsel and to participate in resolution of the matters. Expenses and liabilities include, but are not limited to, costs of legal counsel reasonably incurred or imposed as a result of actual or threatened proceedings, judgments and fines, and settlements reasonably entered into, regardless of whether the officer, At Large Member, or employee is still serving the corporation in that capacity at the time the expenses or liabilities are incurred.

## Article X

### Amendment of Articles of Incorporation or Bylaws

**Section 10.01. Amendment.** The Articles of Incorporation or these bylaws may be amended by vote at either a regularly scheduled or special election, if notice of the intent to amend is provided to members at least twenty days before the vote, including the text of the proposed amendment.

- (a) Amendment must be carried by 66 percent of those voting.
- (b) If defeated, a motion to amend may be put to the vote a second time at the subsequent regularly scheduled election. If defeated a second time, it may not be offered again unless substantially revised.
- (c) A motion to amend the Articles of Incorporation or these bylaws may be made only by a majority vote of the Executive Council or by petition from

50 members.