

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 in H-Net elections and to seek election or appointment to H-Net leadership positions, if they are designated by the Executive Council as voting members, maintain active subscriptions to Editor-Resources, 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 1.01 and 2.02, 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. A member facing termination shall be notified by the Executive Council in advance and have 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 are not eligible to vote in H-Net elections or on its policy matters and shall not be eligible for election or appointment to its leadership positions.

Section 1.05. Subscribers. Any 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 1.01 of this article, or is otherwise certified by the Executive Council.

Article II

Membership Communications

Section 2.01. Editor-Resources. The Executive Council, H-Net's home office, and editorial staff shall regularly communicate with each other through an official, confidential, moderated online list or its equivalent, Editor-Resources, 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, and announcements. All editors shall maintain active subscription to Editorial-Resources. Subscription to Editor-Resources constitutes both attendance at membership meetings and reception of official notices distributed via Editor Resources. H-Net's home office is responsible for maintaining the accurate and updated subscriber list on Editor Resources based on the Executive Council's decisions. Executive Council shall elect a member to serve as co-editor of Editor Resources. During election periods, members of the Nomination Committee will also serve as co-editors of Editor Resources.

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 of Networks (for matters related to general network content) or the Vice President of 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. An Executive Council consisting of sixteen members selected as follows below shall manage the affairs and property of the organization:

- 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 of Networks, Vice President of Teaching, and Vice President of 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 Executive Director, appointed by the Executive Council to a three-year term, who shall serve as the organization's chief administrative officer.
- G. Associate Director(s), any Associate Director(s) or similarly titled home office staff members hired by the Executive Director may serve on the Executive Council in an *ex officio* capacity and without the right to vote. *Ex officio* members do not count toward quorum and may be excused from Executive Council meetings when in executive session.

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 conducted primarily on the Internet, elections and other membership deliberations and votes shall be conducted online. An Elections Committee, chaired by the President Elect, shall manage all H-Net elections. Official nomination period for elections may begin no earlier than October 1st and voting shall conclude no later than November 15th, excluding special elections. The Elections Committee shall determine and announce specific dates of nominations, campaigning, and voting prior to October 1st. 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 7-

day voting period as set by the Committee. At-Large Executive Council members shall be elected by plurality vote. If there is a tie vote for the At-Large Executive Council member position, then the winner will be determined by a coin flip conducted by the President Elect. The offices of President Elect, and Vice President 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. If there is a tie vote after the second round of voting, then the winner will be determined by a coin flip conducted by the President Elect.

Section 4.03. Leaves of Absence. In case of hardship, an Executive Council member may take a leave of absence for up to three months, during which time the Executive Council may 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 four weeks after the official publication of the decision provided that, within four weeks after its announcement, at least twenty-five members endorse the appeal. The decision is rescinded if two-thirds of members voting in a

special one-week election held after one week's notice to all members vote for recission.

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 of 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 of 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 of Teaching, is responsible for coordinating development and support of teaching initiatives and advising the Executive Council on teaching policies and practices. The Vice-President of 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 of Research and Publications, is responsible for coordinating and assisting in the recruitment, training, and oversight of review editors. It also advises the Executive Council on research and publications matters, including reviews. The Vice-President of Research and Publications may staff the committee from H-Net's certified review editors and other interested parties, as necessary.

Section 5.05. Elections Committee. This committee, chaired by the President Elect, and composed of the President, Past President, and at least two other Executive Council members who are not running for election, is responsible for recruiting eligible candidates for electoral office in the organization and running H-Net's elections. The President Elect may staff the committee, subject to Executive Council approval.

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, at least two other Executive Council members, and the Executive Director, *ex officio*, is responsible for overseeing H-Net's finances, including accounting, and for making recommendations on fiscal policy to the Executive Council. The Executive Council is responsible for filling the seats on this committee.

Section 5.07. Rules and Procedures Committee. This committee, chaired by the President, and composed of the President Elect, Executive Director, and at least two members of the Executive Council is responsible for overseeing H-Net's Articles of Incorporation, Bylaws, Executive Council Policies, and other policy documents and for making rules and procedures related policy recommendations to the Executive Council. The President is responsible for filling the seats on this council, subject to Executive Council approval.

Article VI

Officers

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

President. The President shall chair the Executive Council 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 will represent it in dealings with other organizations.

President Elect. The President Elect shall chair the Elections Committee, serve on the Finance Committee and Rules and Procedures Committee, and perform other duties assigned by the President or the Executive Council. The President Elect shall chair the Executive Council in the President's absence.

Past President. The Past President serves on the Elections Committee, the Finance Committee, and shall perform other duties assigned by the President or the Executive Council.

Vice President for Networks. The Vice President of 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.

Vice President for Teaching. The Vice President of 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.

Vice President for Research and Publications. The Vice President of 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.

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. The Executive Director, Associate Director(s), President, President Elect, Past President, and Vice Presidents are ineligible to serve the Treasurer position.

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 is responsible for distributing a summary of Council meetings to editors following Council meetings. 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.

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, in conjunction with the

Executive Director and President, are the principal custodians of H-Net's funds. The Executive Director shall maintain accurate books of account, shall ensure compliance with government tax, reporting, and other requirements, and shall provide the Executive Council with financial reports and statements as needed but no less than annually. All financial records shall be open to inspection by any Executive Council Member.

Section 7.04. Payments to Executive Council Members and Officers. There shall be no compensation for serving as an Executive Council member or appointed officer, but appointed officers and Executive Council members may be reimbursed for expenses incurred on H-Net's behalf.

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 the Executive Director 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, compensation, 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 ensure the orderly operation and effective pursuit of the organization'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. An Associate Director shall serve until the Associate Director resigns, is unable to serve, is removed by the Executive Director with the advice and consent of the Executive Council, or is removed by the Executive Council, subject to the terms of the Associate Director's contract either with H-Net or its host institution. An Associate Director will be appointed by the Executive Director to 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.

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 stated by the Executive Director or by persons to whom the Executive Director has delegated that power.

Article IX

Indemnification

Section 9.01. Indemnification. To the extent permitted by law, H-Net 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 organization, 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, Executive Council member, or employee is still serving the organization 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. 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 two-thirds 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 Bylaws may be made only by a majority vote of the Executive Council or by petition from fifty members.

Amended by H-Net's Executive Council, September, 19 2022

Approved by Member vote, November 18, 2022