

Constitution and Bylaws Baptist History and Heritage Society 2013

Article I—Name

The name of the organization shall be Baptist History and Heritage Society. Baptist History and Heritage Society is a 501(c)(3) non-profit organization.

Article II—Purpose

The purpose of the Baptist History and Heritage Society is to inform, educate, and inspire Baptists, in the academy and in the churches, through the scholarly research, documentation, and presentation of their history and through the relevant and engaging sharing of their story and their identity.

ARTICLE III—Membership

Section 1. *Membership Composition*—The Baptist History and Heritage Society shall be composed of individuals, churches, associations, conventions, fellowships, colleges, universities, divinity schools/seminaries, history programs, libraries/archives, and other organizations and institutions that elect to join the Society upon the terms and conditions set forth in its Bylaws.

Section 2. *Categories of Membership*—The Society shall have the following categories of membership that require the payment of an annual fee (except for a one-time Life Membership fee) as set by the Society's Board of Directors for each category:

1. *Individual Member*—Any person with an address in the U.S.
2. *Institutional Member*—Any organization, library, or church with an address in the U.S.
3. *International Member*—Any person with an address outside the U.S.
4. *International Institution Member*—Any organization, library, or church with an address outside the U.S.
5. *Senior Member*—Any individual 65 years of age or older with an address in the U.S.
6. *Student Member*—Any person enrolled as a full-time student in an academic institution with an address in the U.S.
7. *Life Member*—Any person paying the one-time Life Membership, which will be placed in the Endowment Fund.*

*The Society Endowment Fund is comprised of life membership fees and other gifts. The purposes of this Fund are to build earnings to provide annual benefits for life members and to provide funds for Society programs and projects.

Section 3. *Benefits*—Members shall receive subscriptions to the periodicals of the Society and a reduced rate for the Society's annual conference.

ARTICLE IV—Board of Directors/Officers

Section 1. *Composition*—The Baptist History and Heritage Society’s Board of Directors shall consist of seven voting members serving without pay and one non-voting, ex officio staff member (executive director) elected for their expertise, experience, and/or interest in Baptist history.

Section 2. *Election*—Board members shall be nominated by the nominating committee and elected at the Society’s annual conference. Board members must be members in good standing of the Society.

Section 3. *Terms of Service*—Board members shall serve a two-year term with possibility of reelection to a second two-year term. Exception to term limits may be made by the Board of Directors. Board members shall serve on a rotating basis, with two to three new members elected each year.

Section 4. *Officers*—The Society’s Board of Directors shall have four officers, nominated by the nominating committee and elected at the Society’s annual conference. These officers are President, Vice President, Secretary, and Treasurer. The officers together serve as the Society’s executive committee, providing leadership in areas of personnel decisions, finances and budgeting, and other significant matters. The duties of each officer include:

1. *President*—The president shall provide leadership to the Board of Directors and partner with the executive director in achieving the organization’s mission. The president serves as a member of the Board of Directors, chairs meetings of the board and has input into the agenda, presides at the Society’s conferences, appoints a nominating committee to nominate board members and officers, and performs other duties as are ordinarily pertinent to the office of the presidency.
2. *Vice President*—The vice president serves as a member of the Board of Directors and shall act for the president when necessary. In the event of the death or resignation of the president shall assume the duties of that office.
3. *Secretary*—The secretary serves as a member of the Board of Directors and shall keep full and accurate minutes of each conference of the Society and its Board of Directors and authenticate records of the corporation.
4. *Treasurer*—The treasurer serves as a member of the Board of Directors and shall have oversight of the financial records of the Society and provide assistance as needed to the Executive Director with regard to fiscal decision-making. The treasurer shall provide financial reporting at the Society’s annual conference.

Section 5. *Duties of the Board*—All Society corporate powers shall be exercised by or under the authority of the Board of Directors, and the affairs of the Society shall be managed under the direction of the board. The board shall

1. meet annually prior to the Society’s conference to deliberate regarding the affairs of the Society;
2. meet as needed via phone or video conference as requested by Executive Director;
3. develop recommendations, and/or handle other matters needing attention;
4. appoint committees, as needed, to advance any and all aspects of Society work;
5. employ and give oversight to the Executive Director.

Section 6. *Vacancies on the Board*—Vacancies on the Board of Directors, due to resignation or death, shall be filled by the majority vote of the remaining members of the board for the unexpired term. A

board member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7. *Removal of Directors.* A board member may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the board.

Article V—Staff

The Board of Directors shall employ and give oversight to an executive director, who will be responsible for day-to-day operation of the Society and will be tasked with hiring and supervising Society staff, coordinating Society programs, publications, planning, membership enlistment, and fundraising, proposing the annual budget, and maintaining all permanent funds of the Society.

ARTICLE VI—Conferences

Section 1. *Annual Conferences*—The Society shall meet annually for a program and business meeting. The Board of Directors shall convene during that conference prior to the Society's annual business session.

Section 2. *Special Meetings*—Special meetings may be called upon the request of the officers of the Society or upon the request of at least ten percent (10%) of the members. The executive director shall give members at least 15 days written notice of the time and place.

Section 3. *Quorum*—A quorum of the Society shall consist of twenty-five members, and all matters properly coming before the members shall be determined by a majority vote of those present.

Section 4. *Voting*—Each member shall be entitled to one vote. A church, organizational, or institutional member shall designate the person who shall vote on its behalf. Membership shall be fixed quarterly for the purposes of entitlement to notice of meetings, right to vote, and all other membership rights.

Article VII—Conflict of Interest

Any member of the Board of Directors who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the board to voluntarily excuse her/himself and will vacate her/her seat and refrain from discussion and voting on said item.

Article VIII—Fiscal Policies

The fiscal year is January 1 to December 31.

Article IX—Dissolution

Should the Baptist History and Heritage Society be dissolved, upon all outstanding obligations being met, any remaining assets of the Society will be given to a non-profit organization as determined by the Board of Directors at the time of dissolution.

Article X—Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order, newly revised* shall govern Society in all cases in which they are applicable.

ARTICLE XI—Amendments

This document may be amended at any regular or called meeting after 15 days written notice has been given to all Society members stating the purpose of amending the Bylaws, by a majority vote of the Society members present, providing there is a quorum. Approved by the Southern Baptist Historical Society® April 25, 1988. Revised by the Southern Baptist Historical Society® April 27, 1994; May 10, 1995; April 24, 1996; May 26, 2000. Revised by the Baptist History and Heritage Society June 21, 2002; May 23, 2008; May 22, 2013.