

BYLAWS
OF THE
FEDERATION OF STATE HUMANITIES COUNCILS

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ARTICLE I

PURPOSE

The vision of a free and diverse people in a democratic community evolved from the tradition of thought and experience which we call the humanities. Each generation must sustain and renew that vision through shared thought, study, inquiry, and discussion. Hence, study of the humanities is not only central to formal education but is also vital to daily life and work. Through the humanities we develop an understanding of our own special traditions and of the world's cultures and an ability to envision possibilities beyond the limits of tradition, time, and circumstance.

The state humanities councils are dedicated primarily to supporting the critical role of the humanities in the private and public lives of the nation's people. The Federation of State Humanities Councils, hereinafter the "Federation," is the national representative of the state humanities councils. Its purpose is to sustain a national unity of mission and to serve as the national voice and advocate of the state humanities councils in the fulfillment of their mission.

ARTICLE II

MEMBERSHIP

Section 1. Membership: State Humanities Councils

- a. "State Humanities Councils" is defined as the humanities organizations that receive funds from the National Endowment for the Humanities and other sources in each of the 50 states, the commonwealths and territories of the United States, and the District of Columbia.
- b. Each state humanities council may become a member of the Federation, in good standing, with full voting and other privileges, upon payment of membership dues.

Section 2. Associate Membership

- a. Except for state humanities councils, an institution, organization, or individual that subscribes to the purposes of the Federation may become an associate member of the Federation by payment of associate membership fees in accordance with a schedule set by the Board of Directors.

- b. Associate members shall not have the right to vote on Federation matters in the House of Delegates.

Section 3. Termination of Membership

Any member that fails to pay annual membership dues to the Federation within 60 days of the payment due date is considered not in good standing, and shall lose all rights, privileges and services of membership. Upon full payment of dues in the current fiscal year, the member council shall have its rights, privileges and services of membership restored. In unique cases, the Board may approve an appeal from a council requesting an extension beyond 60 days, due to financial hardship, provided the council requesting the extension proposes a payment schedule to which the Board agrees. Any member may terminate membership by written notice; dues previously paid are not subject to refund.

ARTICLE III

GOVERNANCE

Section 1. House of Delegates

- a. The Federation shall be governed by a House of Delegates which shall annually, at a yearly or specially called meeting, 1) elect, as necessary, Members to the Board of Directors, 2) elect, as necessary, a Chair of the Board of Directors, 3) consider for adoption or amendment, upon recommendation of the Board of Directors, a budget of income and expenditures and a Plan of Action for the ensuing year that includes the schedule of annual dues required for membership in the Federation; 4) serve as a policy forum for the discussion and resolution of issues of interest to the membership, 5) receive reports from the Board of Directors and the President on the finances and activities of the Federation, 6) from time to time, amend the bylaws, and 7) transact other business.
- b. The House of Delegates shall be composed of delegates from member humanities councils. Each member may appoint up to six (6) delegates to the House of Delegates, in accordance with its own procedures; provided, however, that such delegates must be either board or staff members of their respective humanities councils. Each member shall have one vote, regardless of the number of delegates present.

Section 2. Meetings

- a. There shall be an annual business meeting of the House of Delegates. Notice of the time and place for such meeting will be printed and mailed or sent by electronic means to each member humanities council, in a manner that ensures that a record exists that the notice was sent, at least ninety (90) days in advance of the meeting.
- b. Special meetings of the House of Delegates shall be called by the vote of at least three-quarters (3/4) of the members of the Board of Directors. Special meetings shall also be called at the written request of at least twenty (20) of the member humanities councils. Notice of the time, place, and purpose of any special meeting of the House of Delegates shall be mailed to each member humanities council at least thirty (30) days in advance of the meeting.

Section 3. Rules of Procedure

Meetings of the House of Delegates shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised, unless inconsistent with these bylaws. However, every effort shall be made by the Board and President to ensure a free and open exchange of ideas and avoid procedural barriers to such discourse and voting on issues.

Section 4. Quorum

A quorum of any meeting of the House of Delegates shall be present if a majority of the member humanities councils have one (1) or more delegates present at the meeting.

Section 5. Voting

- a. Voting at any meeting of the House of Delegates may be by voice, show of hands, roll call, or written ballot, at the discretion of the Chair of the Board; provided, however, that at any meeting of the House of Delegates voting shall be by roll call or written ballot upon the request of at least five (5) member humanities councils.
- b. When, in the judgment of the Board of Directors, any question shall arise that should be put to a vote of the House of Delegates, and when it deems it inexpedient to call a special meeting for that purpose, it may, unless otherwise required by these bylaws, submit the matter to the delegates of each member humanities council in writing by registered or certified mail, or by electronic means, for vote and decision. Each member council shall have one (1) vote. The question shall be determined according to a majority of votes (except as otherwise specified in these bylaws) received by registered or certified mail, or by electronic

means within thirty (30) days after each submission, provided that, in each case, votes of at least a majority of the member humanities councils shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Board of Directors: Eligibility and Composition

a. In addition to the Chair, the Immediate Past Chair, and the President, the Board of Directors shall consist of no less than twelve (12) persons, the size of the Board to be determined by a majority vote of the Board. Board members shall be elected by a plurality of the votes cast by the member humanities councils at the annual business meeting of the House of Delegates in the manner set forth in Article III, Section 5 of these bylaws. The Chair of the Board and other elected members of the Board assume office upon conclusion of the annual business meeting of the Federation at which they are elected.

b. Each elected member of the Board shall serve for four (4) years, or for the remainder of any unexpired term to which such person may be elected, or until a successor is elected.

c. Council board and staff members of humanities councils in good standing with the Federation, as well as former members and any other persons who in the opinion of the Nominating Committee would serve effectively, shall be eligible for election to the Board of Directors.

d. No more than one (1) member of the Board may be elected from a single member humanities council, and no more than two (2) members may be elected from any one (1) state.

e. At least nine members of the Board shall be public board members, academic board members or staff members of member humanities councils in good standing with the Federation.

f. A member of the Board who has served a full term shall not be eligible for re-election until the next annual business meeting of the Federation after the expiration of that term.

Section 2. Powers and Duties

- a. The Board of Directors shall, within the limitations set forth in these bylaws, establish the policies and direction of the Federation, oversee fiscal management, conduct organizational planning, ensure implementation of its policies, report annually on the finances and activities of the Federation and in all practicable ways seek the advice and counsel of the membership. The Board shall prepare and recommend to the House of Delegates an annual budget of income and expenditures and a Plan of Action for the coming year that includes the schedule of annual dues required for membership in the Federation.
- b. The Board shall be responsible for engaging the President and evaluating the President's performance on an annual basis and in consultation with the membership. The Board shall determine the terms of the President's employment, including salary and other benefits.
- c. From time to time, the Board may authorize such standing and special committees as it shall deem necessary or convenient to carry on the activities of the Federation and to further its objectives.
- d. Each Board member shall have one vote. A majority of the members shall constitute a quorum.
- e. The Board is authorized to take whatever action is necessary as required by state and federal law to obtain and maintain for the Federation the status of a non-profit, tax-exempt organization.
- f. Board members shall receive no compensation for their services as Board members but may be reimbursed for expenses reasonably incurred by them in the performance of their duties.
- g. Any Board member may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take place at the time specified therein or, if no time is specified, on delivery. Further, any or all Board members, by vote of the disinterested Board members, may be removed for having two (2) consecutive absences.
- h. Termination of service as a council board or staff member of a state humanities council during incumbency on the Board of Directors shall not affect a member's term on the Board of Directors.
- i. Each Board member is expected to attend Board and committee meetings and otherwise faithfully discharge those responsibilities specified and otherwise implied in these bylaws.
- j. A member of the Board of Directors is ex officio a delegate to the House of Delegates.

Section 3. Chair of the Board

The Chair shall be elected by the member humanities councils at the annual business meeting of the House of Delegates in the manner set forth in Article III Section 5 of these bylaws. The Chair of the Board shall be elected for two (2) years and shall hold such office until a successor is elected. During such period the Chair shall serve as a member of the Board of Directors and, following the term as Chair, shall serve two additional years as Immediate Past Chair. The Immediate Past Chair shall serve as a member of the Board of Directors and Executive Committee during the two year term.

A Chair of the Board who has served a full two-year term shall not be eligible for re-election as a chair or board member until the next annual business meeting of the Federation after the expiration of that term.

If the Chair of the Board is serving a term on the board when elected to Chair, his/her term on the board shall terminate effective at the beginning of the next regular or called meeting of the Board of Directors immediately following his/her election as Chair.

The Chair of the Board shall preside at all meetings of the Board and the Executive Committee at which the Chair is present, and at meetings of the House of Delegates. The Chair shall be a member ex officio of all committees except the Nominating Committee. The Chair shall also perform such other duties as may be assigned from time to time by the Board.

Section 4. Vice Chair

The Vice Chair of the Federation shall be chosen from the Board and shall be elected annually by the Board of Directors for service continuing until a successor is elected. The Vice Chair may be removed from this office at any time by the Board.

In the Chair's absence, the Vice Chair shall perform the duties and exercise the powers of the Chair. The Vice Chair shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the Chair. The Vice Chair shall be a member ex officio of all committees.

Section 5. Secretary

The Secretary of the Federation shall be chosen from the Board and shall be elected annually by the Board of Directors for service continuing until a successor is elected. The Secretary may be removed from this office at any time by the Board.

The Secretary, or the designated representative, shall keep a complete record of all proceedings and correspondence of the Federation. The Secretary shall send notices of meetings by mail to the members and associate members of the Federation as may be required. The Secretary shall keep a roll of the members, associate members, and delegates to the House of Delegates of the Federation, and shall perform all other duties usually pertaining to the office of Secretary.

Section 6. Treasurer

The Treasurer of the Federation shall be chosen from the Board and shall be elected annually by the Board of Directors for service continuing until a successor is elected. The Treasurer may be removed from this office at any time by the Board.

The Treasurer shall perform the duties usually assigned to such office. The Treasurer shall keep an account of all moneys received and expended by the Federation. The Treasurer or his or her designated representative shall deposit all sums received in the bank or banks approved by the Board of Directors, and make all disbursements. The Treasurer shall make a report at the annual business meeting of the House of Delegates or when called upon by the Chair.

Within six months of the end of each fiscal year, the Treasurer shall present to the Board an audit report, certified by a firm of independent public accountants selected by the Board, showing in appropriate detail the following:

- 1) the assets and liabilities of the Federation, including any trust or investment funds, as of the end of the fiscal year most recently ended;
- 2) the principal changes in those assets and liabilities, including trust or investment funds, during that fiscal year;
- 3) the revenue or receipts of the Federation, both unrestricted and restricted to particular purposes, during that fiscal year; and
- 4) the expenses or disbursements of the Federation, for both general and restricted purposes, during that fiscal year.

This report, following acceptance by the Board, shall be filed in the principal office of the Federation.

Section 7. President

The President shall be the chief executive officer of the Federation and shall have general charge of the affairs and property of the Federation. The President shall be non-

voting ex-officio member of the Board and committees of the Federation. The President is responsible to the Board and may be removed from office at any time by the Board.

The President shall develop and supervise programs and activities which are consistent with the policies, priorities, and guidelines established by the Board, and shall carry out such other duties as may be directed by the Board. The President may appoint staff whose positions have been authorized by the Board, and the President may dismiss any such staff.

The President may sign and execute in the name of the Federation, deeds, mortgages, bonds, contracts, agreements, or other instruments duly authorized by the Board, except in cases where the signing and execution shall be expressly and exclusively delegated by the Board to some other officer or agent.

Section 8. Executive Committee

- a. The Executive Committee of the Board of Directors shall consist of the Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair, and Legislative Committee Chair of the Federation.
- b. The Executive Committee shall have all the authority of the Board of Directors and shall act for and on behalf of the Board when the Board is not in session.

Section 9. Vacancies

- a. In the event of the death, resignation or termination of a member of the Board of Directors, the resulting vacancy may be filled by a majority vote of the remaining members of the Board. The member so selected shall serve through the next annual business meeting.
- b. In the event of the resignation or death of the Chair of the Federation, the Vice Chair shall become Chair, subject to the right of the Board, from time to time, to extend or confine such powers and duties or to assign them to others. The Vice Chair shall serve as Chair until the next meeting of the House of Delegates. A Chair shall then be elected by the House to serve out the remainder of the term of his or her predecessor.
- c. Other Executive Committee vacancies may be filled by a majority vote of the Board. The person so selected shall serve out the remainder of the term of his or her predecessor.

Section 10. Meetings of the Board

The Board of Directors shall meet at least three (3) times each year. Special meetings may be called by the Executive Committee or upon the request of the majority of the Board members.

Section 11. Rules of Procedure

Meetings of the Board of Directors, or any special or standing committees of the Board shall be conducted in accordance with the latest edition of Robert's Rules of Order, unless inconsistent with the these bylaws.

Section 12. Conflict of Interest

Members of the board and staff of the Federation shall take pains to avoid conflicts of interest or the appearance of a conflict of interest between their stewardship of Federation affairs and the operations of member Councils.

ARTICLE V

NOMINATIONS

Section 1. Nominating Committee

The Chair of the Board, with concurrence of the Board, shall annually appoint a Nominating Committee consisting of two (2) members of the Board of Directors and at least three other persons from state humanities councils which are in good standing with the Federation. The Nominating Committee's purpose is to identify, evaluate, and nominate the most appropriate candidates for Board membership. The Nominating Committee shall also present to the membership all nominations received for Chair of the Board during Chair election years.

Section 2. Nominations for Chair of the Board

Nominations for the office of Chair of the Board shall be filed in writing with the Secretary of the Federation at least sixty (60) days in advance of the annual business meeting of the House of Delegates. All nominations so received shall be presented to the

House of Delegates. In addition, nominations for the office of Chair may be made from the floor of the annual business meeting of the House of Delegates.

Section 3. Nominations for the Board of Directors

- a. The Nominating Committee shall prepare a slate of candidates with due regard for balance in geographic regions, gender, race, and ethnic groups; balance of academic, public, and council staff representation; and with considerations of the Board's needs for leadership. The duly elected Board of Directors shall retain its full powers regardless of representational composition.
- b. The Nominating Committee shall present to the membership a slate of candidates for election no later than sixty (60) days prior to the annual business meeting of the House of Delegates.
- c. After the issuance of the slate by the Nominating Committee, additional nominations for the Board of Directors may be made no later than fourteen (14) days prior to the annual business meeting by written petition to the Nominating Committee signed on behalf of at least three humanities councils in good standing with the Federation. Nominations for the Board of Directors may not be made from the floor of the annual business meeting.

ARTICLE VI

GENERAL

Section 1. Principal Office

The principal office of the Federation shall be at a place designated by the Board of Directors.

Section 2. Fiscal Year

The fiscal year of the Federation shall begin on January 1 and end on December 31 in each year.

Section 3. Books and Records

There shall be kept or available at the office of the Federation 1) correct and complete books and records of account, 2) minutes of the proceedings of the Board of Directors and of committees of the Board and of the Federation, 3) a current list of the

Board of Directors of the Federation and their residences and addresses, 4) copies of such documents as the Internal Revenue Service or any other relevant authority may require the Federation to make available for public inspection, and 5) a copy of these bylaws.

Section 4. Amendments

a. These bylaws may be amended by a two-thirds (2/3) vote of the member humanities councils having one (1) or more delegates present at any duly constituted meeting of the House of Delegates, or by mail vote as set forth in Article III, Section 5.b. Any proposed amendment shall be filed with the Secretary of the Federation at least thirty (30) days in advance of the meeting of the House of Delegates. Upon receipt of any such proposed amendment, the Secretary shall promptly mail a notice setting forth the proposed amendment and the stated reasons therefore, if stated, to each member humanities council.

b. These bylaws may be amended by a two-thirds (2/3) vote of the member humanities councils via mail vote. Any proposed amendment shall be filed with the Secretary of the Federation at least thirty (30) days in advance of the deadline for vote. Upon receipt of any such proposed amendment, the Secretary shall promptly mail a notice setting forth the proposed amendment and the stated reasons therefore, if stated, to each member humanities council.

ARTICLE VII

DISSOLUTION

Upon the dissolution or other termination of the Federation, no part of the property of the Federation or any of the proceeds shall be distributed to or inure to the benefit of any of the members or associate members of the Federation, but all such property and proceeds, subject to the discharge of valid obligations of the Federation, shall be distributed as directed by the Board of Directors among one or more organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes. No part of any net earnings shall inure to the benefit of any private shareholder, member, or individual, and no substantial part of those activities shall consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

(bylaws)