

BY - L A W S  
OF  
NEW ENGLAND HISTORICAL ASSOCIATION, INC.

As in effect on 25 February 2021

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## B Y - L A W S

### ARTICLE I

#### MEMBERS

Section 1.1. Classes of Members. There shall be one class of Members of the Corporation. However, the dues required of Members may vary depending on an individual's career status (e.g., regular, student, adjunct faculty, or retired/emeriti).

Section 1.2. Initial and Subsequent Membership; Duration of Membership. The charter Member or Members of the Corporation shall consist of the Incorporator or Incorporators. Upon dissolution of the Corporation's unincorporated predecessor entity, New England Historical Association (the "Association"), all members in good standing of such entity shall automatically be Members of the Corporation, and their terms of membership shall end on the dates that their terms would have ended had the Association continued in existence. Thereafter, any person who pays the required dues shall be a member for one year from the date on which such dues are paid.

Section 1.3. Removal. Any Member may be removed by a two-thirds vote of the Members present and voting at any regular or special meeting of the Members.

Section 1.4. Dues. Membership dues payable in calendar year 2021 shall be as follows:

Regular: \$30

Student: \$15

Adjunct/Retired/Emeriti: \$15

For any subsequent calendar year, the dues may be altered by vote of a majority of Members present at a regularly scheduled meeting of the Corporation. Members shall be given notice of any proposed change at least thirty (30) days prior to the meeting at which it will be put to a vote.

### ARTICLE II

#### DIRECTORS AND THEIR COMMITTEES

Section 2.1. Number of Directors. The Board of Directors of the Corporation shall consist of the following persons *ex officio*:

President  
Vice-President  
Secretary  
Treasurer  
The immediate past Presidents for the two previous terms  
Executive Secretary (non-voting)

and Members elected by majority vote of the Membership for two-year terms (the “Elected Directors”), who shall be five in number except as provided in Section 2.3. Of the five Elected Directors, four must at the time of election be persons who hold positions at the College or University level, and one must at the time of election be a person who does not hold such a position. The foregoing numerical and occupational limitations shall not apply to the Elected Directors for the time period described in the first sentence of Section 2.3.

Section 2.2. Powers and Duties. The Board of Directors shall have the general management and control of all the property and affairs of the Corporation, and shall exercise all of the powers of the Corporation, except such as are conferred by law or by these By-Laws or the Articles of Organization upon the Members.

Section 2.3. Election; Terms of Office; Removal; Vacancies. The initial Elected Directors shall be those persons, regardless of their number, who at the time of incorporation of the Corporation were serving, by election, on the Executive Committee of the Association, and their terms of office shall end on the Transition Dates of the years in which their terms would have ended had the Association continued in existence. For all purposes of these By-Laws, the Transition Date in each year shall be the date, on or about May 30, set by the Board of Directors as the date on which the terms of outgoing officers, Elected Directors, and members of the Nominating Committee shall end and the terms of their successors begin. Elected Directors shall hold office until the respective Transition Dates following the election of their successors and until their respective successors assume office. If an Elected Director should resign, die, or become incapacitated, a successor to fill out the remaining term of such Elected Director may be elected at any meeting of the Members at which a quorum may be present.

Section 2.4. Other Standing Committees. At any meeting of the Board of Directors, the Board may appoint Directors to such standing committees as the Board by resolution may create. Any vacancy occurring in any such committee may be filled by appointment by the Board, or by the President.

The Board of Directors or the President may at any time remove or replace any member of any standing committee. The Board of Directors may also designate one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of such committee.

Section 2.5. Ad Hoc Committees. The Board of Directors or the President may from time to time appoint such ad hoc committees as they deem necessary or desirable, with such powers as they may determine and as are not inconsistent with the Articles of

Organization or with the other provisions of these By-Laws. The Board of Directors or the President may at any time remove or replace any member of any such Committee. The Board or the President may at any time appoint additional members to any such committee or fill vacancies in any such committee.

Section 2.6. Proceedings of Committees. Except as the Board of Directors may otherwise determine, the manner of conducting the business of any committee, whether at a meeting or otherwise, shall be determined from time to time by the members thereof, and it shall act by vote of a majority of its membership. Meetings of a committee may be called in such manner and held at such place as the committee from time to time may determine. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors and to the President, upon request.

### ARTICLE III

#### OFFICERS

Section 3.1. Enumeration. The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, and an Executive Secretary, each of whom shall be a Member of the Corporation.

Section 3.2. Election; Terms of Office; Removal; Vacancies. The initial officers shall be those persons who at the time of incorporation of the Corporation were serving as such in the Association, and their terms of office shall end on the Transition Dates of the years in which their terms would have ended had the Association continued in existence. If any officer should resign, die, or become incapacitated, a successor to fill out the remaining term of such officer may be elected at any meeting of the Members at which a quorum may be present.

Section 3.3. President and Vice-Presidents. The President and Vice President shall be elected annually by the Members. The President shall appoint the members of the Corporation's James P. Hanlan Book Prize and NEHA Student Prize award committees, who shall serve at the President's pleasure. In addition to the powers set forth specifically in these By-Laws, the President shall have, subject to the supervision of the Board of Directors, general management, charge and control of all the affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors unless unable to be present. The Vice President shall preside at all meetings at which the President is unable to do so. The Vice President shall also arrange programs for conferences in consultation with the Board of Directors.

Section 3.4. Treasurer. The Treasurer shall be elected by the Members for a two-year term. The Treasurer shall keep or cause to be kept regular books of account which are to be available at all times for inspection by any Director, and the Treasurer shall report to the Board of Directors on the financial condition of the Corporation whenever requested to do so by the Board. Subject to the supervision and control of the Board of Directors, the

Treasurer shall be responsible for the financial affairs of the Corporation.

Section 3.5. Secretary. The Secretary, who shall be a resident of the Commonwealth of Massachusetts (except that such residence shall not be required during any period in which the corporation has a duly appointed resident agent), shall be elected by the Members for a two-year term, provided that the Secretary's election shall occur only in years in which the regular election of a Treasurer is not scheduled. The Secretary shall have custody of the corporate seal and shall be present at and keep minutes of all meetings of the Members and of the Board of Directors, shall give notice of meetings of the Members and of the Board of Directors and shall perform all duties commonly incident to the office of Secretary or which may be properly required by the Board or the President.

If the Secretary is absent from any meeting of the Members or of the Board of Directors, the Executive Secretary shall keep the records of the meeting.

Section 3.6. Executive Secretary. The Executive Secretary shall be elected no less frequently than every five years by the Members. The Executive Secretary shall be a person holding a full-time position at an institution in New England. The Executive Secretary shall have the following duties:

- a. Maintain a central file of the organization to include minutes and records of meetings, constitutional changes, correspondence, and the like;
- b. Maintain and update membership lists;
- c. Serve as coordinator for all information about the Corporation;
- d. Serve as coordinator for official correspondence to the Corporation and respond under guidelines established by the Board of Directors;
- e. Serve as editor for *NEHA News*, unless the Board of Directors appoints someone else to fulfill this role;
- f. Handle all notices, mailings, emailings, and details of arrangements for meetings of the Corporation and its committees;
- g. Maintain the financial records for the Corporation and ensure that an annual audit occurs;
- h. File annual reports to the Internal Revenue Service and the Commonwealth of Massachusetts as may from time to time be required by law;
- i. Seek sources of funds for the Corporation; and
- j. Implement decisions of the Board of Directors.

Section 3.7. Miscellaneous Duties and Powers. In addition to the foregoing specifically enumerated duties and powers, the several officers shall be charged with such other duties and shall have such other powers (to the extent permitted by law) as may be delegated to them from time to time by the Board of Directors or any officer herein authorized so to do or as may be imposed upon them by law.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 4.1. Annual Meeting. The annual meeting of the Members shall be held in the Spring of each year on a date determined by the Board of Directors. At such meeting the Members shall hold the elections required by these By-Laws, unless such elections shall have been held beforehand by electronic means, in which case the results of the elections shall be announced at such meeting. Also at such meeting the Members shall transact such other business as may otherwise properly come before the meeting.

Section 4.2. Other Meetings. At least one other regular meeting of the Members shall be held annually, in the fall of each year, on a date determined by the Board of Directors. Additional, special meetings of the Members may be called at any time by the President, or by a majority of the Directors. Special meetings shall also be called by the Executive Secretary, or in the case of the Executive Secretary's death, absence, incapacity or refusal, by any other officer, upon receipt of a written application signed by at least fifty percent (50%) of the Members, stating the place, day, hour and purposes of the meeting.

Section 4.3. Notice. A written electronic or printed notice of any regular or special meeting of the Members, stating the place, day, hour, and purposes (which shall not be exclusive) of such meeting, shall be given to each Member by the person authorized by these By-Laws to call a meeting.

Section 4.4. Quorum. A majority of the total number of Members, or in case the number of Members shall be an even number greater than two, then one-half of such number, present or duly represented by proxy at the meeting, shall constitute a quorum for the transaction of business at any meeting of the Members, provided, however, that if there shall be at least forty (40). Members who are present or duly represented by proxy at the meeting, then such number shall constitute a quorum for the transaction of business thereat, irrespective of the total number of Members.

Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. At any such adjourned meeting at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4.5. Vote Required. If a quorum is represented at a meeting, the affirmative vote of a majority of the Members who are present or duly represented by proxy at the meeting shall be sufficient to transact any business specified by these By-Laws or otherwise lawfully before the meeting, unless the matter is one upon which by express provision of law or of the Articles of Organization or By-Laws of the Corporation, as amended, a



different vote is required or permitted, in which case such express provision shall govern.

Section 4.6. Method of Voting and Proxies. Each Member of the Corporation shall be entitled to one vote at any meeting of the Members of the Corporation or at any adjournment thereof. Any Member not present in person at any such meeting may vote thereat by an attorney named in a proxy signed by such Member and filed with the Secretary prior to the commencement of the meeting, but no such instrument which is dated more than six months before the meeting specified therein shall be accepted. Except as otherwise limited therein, proxies shall entitle the persons who are authorized to vote thereby to vote at any adjournment of such meeting, but no such proxy instrument shall be valid after the final adjournment of such meeting. All proxies shall be filed with the Secretary at the meeting, or at any adjournment thereof, before being voted.

Elections of officers, Elected Directors, and the members of the Nominating Committee may be conducted by mail or electronic ballot in advance of the annual meeting of the Members, at the discretion of the Board of Directors, provided that the slate of candidates is distributed to the membership in advance of the election. Where voting is done with paper ballots, all ballots must be returned to the Executive Secretary (or to the Chair of the Nominating Committee when the Executive Secretary stands for election) prior to the Spring meeting or in person by morning Registration at the Spring meeting. Election results shall in any event be announced at the business meeting and installation of all persons elected shall occur on the applicable Transition Date.

Section 4.7. Action by Consent. Any action required or permitted to be taken at any meeting of Members may be taken without a meeting if all of the Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

## ARTICLE V

### DIRECTORS' MEETINGS

Section 5.1. Meetings of Directors. A meeting of the Board of Directors shall be held in conjunction with the Fall and Spring meetings of the Members, for the transaction of such business as may properly come before such meetings. At least one other regular meeting of the Board of Directors shall be held between the Fall and Spring meetings of the Members. Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors, or in case the number of Directors then in office shall be an even number, then by one-half of such number. All meetings of the Board of Directors may be held at such time and place as may be fixed from time to time by the Board of Directors. Any regular or special meeting of the Board of Directors may be held either within or without the Commonwealth.

Section 5.2. Notice. Notice of meetings of the Board of Directors shall be given by the Executive Secretary or other officer calling the meeting, orally, or by mail, telephone, or

email, stating the date, time and place appointed for the holding thereof and generally the business proposed to be transacted thereat. Notice so given or sent at least forty-eight hours before the time of the meeting shall be sufficient notice in all cases, and any notice received by a Director in time to enable him or her to attend the meeting concerning which such notice is given shall be likewise sufficient. Notice of a meeting need not be given to any Director if a written waiver of notice executed by such Director is filed with the records of the meeting before or after the meeting. Notice of a meeting need not be given to a Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice thereof. Any business whatever may be transacted at a meeting of the Board of Directors even though it may not have been specified in the notice or waiver of notice of the meeting. No notice of an adjourned meeting of the Board of Directors shall be necessary.

Section 5.3. Quorum. At any meeting of the Board of Directors a majority of the Directors, or in case the number of Directors then in office shall be an even number, then one-half of such number, shall constitute a quorum for the transaction of business. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Except as otherwise expressly provided by law or by the Articles of Organization or by these By-Laws, as amended, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to transact any business which may properly come before the meeting.

Section 5.4. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5.5. Meetings Held Remotely. Any meeting of the Board of Directors or any standing or ad hoc Committee thereof may be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VI

NOMINATING COMMITTEE

Section 6.1. Election; Initial Membership. A Nominating Committee of three Members shall be elected by the Association for three-year terms. These three-year terms shall be staggered so that every year, one seat on the Nominating Committee is open for election. From the members of the Nominating Committee, the Board of Directors shall appoint a chair of the Nominating Committee for a term of one year. The initial members of the Nominating Committee and the Committee's chair shall be those persons who at the time of incorporation of the Corporation were serving in the same roles for the Association, and their terms of office shall end on the Transition Dates of the years in which their terms

would have ended had the Association continued in existence.

Section 6.2. Eligibility. Members of the Nominating Committee must have been members of the Association for the preceding three years. Members of the Nominating Committee may not stand as candidates for election to other offices in the Corporation while they serve on the Committee. Should members of the Nominating Committee choose to run for any other office in the Corporation, they must resign from the Nominating Committee upon becoming candidates.

Section 6.3. Duties. It shall be the duty of the Committee to solicit nominees and to report a slate to the President, who will in turn inform the Board of Directors at its last regularly schedule meeting held before the elections. To ensure the most highly qualified Members run for office, the Board of Directors may exercise veto power over individual candidates for the office of President, Vice President, Treasurer, Secretary, and Executive Secretary. In case of such a veto, the Chair of the Nominating Committee and the President together will select another candidate for approval by the Board of Directors. The finalized slate of candidates for all open seats shall be posted prominently on the Corporation's website, which posting in the case of regular elections shall occur no later than six weeks before the elections.

## ARTICLE VII

### INDEMNIFICATION

Section 7.1. Persons Indemnified; General Scope. For purposes of this Section, the term "Director" means each person who at any time serves or has served as a Director of the Corporation, or who at the Corporation's request serves or has served as a director, officer, employee, trustee or other agent of another entity (including without limitation any subsidiary or any employee benefit plan). The indemnification provided herein shall not exceed that which is consistent with the Corporation's status as an entity exempt from federal income taxation by reason of Section 170 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor to such Code.

Section 7.2. Claims and Suits Against Directors. The Corporation shall reimburse and indemnify each Director to the extent permitted by law and without prejudice to any other rights the Director might have, against all liabilities, costs and Expenses arising out of any action, suit, or proceeding involving or threatened against the Director, while in office or thereafter, by reason of his or her being or having been a Director, or by reason of any action taken or not taken in any such capacity. "Expenses" shall include but shall not be limited to the following: payments for judgments, settlements, fines, penalties, counsel fees and disbursements, reasonably incurred by the Director in connection with or resulting from the defense or disposition of any actual or threatened action, suit or other proceeding. An "action, suit or proceeding" shall include any civil, criminal, administrative or investigative proceeding before any court or administrative, legislative, or investigative body.

Section 7.3. Advance of Expenses. Reimbursement or indemnification hereunder of

counsel fees and other costs and Expenses incurred in defending an actual or threatened action, suit or proceeding may be made in advance of its final disposition, but only after the Director indemnified undertakes to repay such reimbursement or indemnification in the event that such Director is not entitled to indemnification as adjudicated or otherwise determined. The Corporation may accept such an undertaking without regard to the financial ability of such Director to honor it.

Section 7.4. Contractual Rights. Each Director, by reason of continuing such service or accepting election, shall have the right to be reimbursed and indemnified by the Corporation as set forth above with the same force and effect as if the Corporation, to induce such Director to continue so to serve or to accept such election, had specifically agreed in writing to reimburse and indemnify such Director in accordance with this Section.

Section 7.5. Claims Settled Out of Court. A Director shall not be reimbursed or indemnified for costs, attorneys' fees or Expenses in connection with the settlement of any matter unless the Director shall have first notified the Corporation of the matter and that it involved indemnification, and unless such settlement is approved as in the best interests of the Corporation as follows: (a) by vote of a majority of the Directors then in office if such majority are all disinterested, or (b) by vote of a majority of the disinterested Directors then in office (even though the disinterested Directors be less than a quorum), or (c) by any disinterested person or persons to whom the question may be referred by vote of a majority of such disinterested Directors, or (d) by any disinterested person or persons to whom the question may be referred by the Board.

A "disinterested" person is one who has no action, suit or other proceeding on the same or similar grounds pending or threatened against him or her.

Section 7.6. Required Standard of Conduct. A Director shall not be reimbursed or indemnified in connection with (i) any matter in which any court or arbitration panel having jurisdiction makes a final determination that the Director did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, if such matter arises out of service at the Corporation's request in a fiduciary capacity (including, without limitation, of any employee benefit plan), that his or her actions were not in the best interests of those to whom a fiduciary duty was owed, or (ii) his or her payment of a settlement made to the Corporation itself.

No Director shall be liable to anyone for making any determination as to the existence or absence of liability of the Corporation hereunder or for making, or refusing to make, any payment hereunder in reliance upon advice of counsel.

Section 7.7. Settlement of Claim or Action by Corporation. Nothing in this Article shall prevent the Corporation from reaching a settlement before a final adjudication of any claim, including claims for reimbursement or indemnification under this Section, against the Corporation when such settlement appears to be in the best interests of the Corporation.

Section 7.8. Insurance. By action of the Board of Directors, notwithstanding any

interest of the Directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board may from time to time deem appropriate, on behalf of all persons or any one or more persons coming within the scope of the foregoing indemnification provisions, against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability.

## ARTICLE VIII

### MISCELLANEOUS

Section 8.1. Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine.

Section 8.2. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall end on the thirty-first day of December in each year.

Section 8.3. Bonds. The Board of Directors may from time to time require from any one or more of the officers or agents of the Corporation that they shall give bond for the faithful performance of duties. Any such bond shall be in such form, in such sum and with such sureties as the Board of Directors may determine. The premiums for all such bonds shall be paid by the Corporation.

Section 8.4. Execution of Writings. Unless the Board of Directors shall otherwise generally or in any specific instance provide:

(a) any bill or note or check shall be made or signed in the name and on behalf of the Corporation by the President or the Treasurer or the Executive Secretary or such other officers as shall be authorized to do so from time to time by the Board of Directors; and

(b) any other contract or written instrument shall be signed in the name and on behalf of the Corporation by the President or the Treasurer or the Executive Secretary or such other officers as shall be authorized to do so from time to time by the Board of Directors, and such officer so signing such instrument may also seal, acknowledge and deliver the same. Any instrument purporting to affect an interest in real estate shall be executed in the name of the Corporation by two of its officers, jointly, of whom one is the President or Vice-President and the other is the Treasurer.

Section 8.5. Respecting Certain Contracts. Directors and Members of this Corporation may be connected with other corporations, or with trusts, partnerships or joint ventures, with which from time to time this Corporation has business dealings. In the absence of fraud, no contract or other transaction between this Corporation and any such entity and no act of this

Corporation shall be affected by the fact that a Director or Member of this Corporation is pecuniarily or otherwise interested in or is a director, trustee, officer, or member of such entity, provided that his or her interest shall be disclosed or shall have been known to the Board of Directors or a majority thereof and that the Conflict of Interest Policy attached to these By-Laws shall have been followed with respect to such transaction. Furthermore, in the absence of fraud, any Director or Member of this Corporation may individually be a party to or may be pecuniarily or otherwise interested in any contract or transaction to which this Corporation is a party, provided that such interest shall be disclosed or shall have been known to the Board of Directors or to a majority thereof and that the Conflict of Interest Policy attached to these By-Laws shall have been followed with respect to such transaction. With respect to any profit or benefit realized on any contract or transaction described and validated above, no such Director or Member shall be liable to account to the Corporation.

Section 8.6. Dividend, Profit and Compensation. No Member or Director shall receive by reason of such membership or directorship, any dividend, profit, or compensation from the Corporation, provided however that there shall be allowed reimbursement by the Corporation of reasonable expenses incurred on behalf of the Corporation in the course of any activity for the Corporation, by any Member or Director of the Corporation.

Section 8.7 Modes of Communication. Any notice or other communication permitted or required by these By-Laws may be given by mail or email, addressed to the latest mail or email address of the intended recipient in the records of the Corporation, and it shall be the obligation of each Member to maintain the currency of such Member's address(es). Any Member may specify a preferred means of communication, but in the absence of such preference the Corporation may exercise its discretion in choosing a mode of communication.

ARTICLE IX

AMENDMENT OF BY-LAWS

These By-Laws may be repealed or amended, or any additional by-law or by-laws adopted, at any meeting of the Members of the Corporation at which a quorum shall be present, by a two-thirds majority vote of the Members present in person or represented by proxy, provided that the substance of any proposed amendment or other such action shall have been set forth in a notice sent to the Members at least one month in advance of the meeting and delivered to the Members.

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