

Proposed BHC by-laws amendment

Article I. Purpose

1. The Business History Conference (hereafter BHC) is an international organization based in the United States that has as its goal the encouragement of scholarship, teaching, and research in business history. Business history is used here in the broadest possible sense and encompasses not only the past activities of entrepreneurs, firms, and industries, but also the context in which these activities occurred and the relationship of these activities to the wider society.
2. The BHC sponsors an annual scholarly convention (ordinarily held in the Spring), publishes a learned journal, *Enterprise & Society*, maintains a Web site, and hosts an electronic discussion list, H-BUSINESS.

Article II: Legal Status

1. The BHC is a nonprofit corporation under 501(c)(3) of the Internal Revenue Service code and chartered by the state of Virginia.

Article III: Administrative Structure

1. The BHC is administered by Officers and overseen by Trustees who are assisted by ten Standing Committees and whatever ad hoc committees the Officers and Trustees may from time to time establish.

Article IV. Membership

1. Membership in the BHC is open to anyone who supports its goals contingent upon their payment of annual dues.
2. Membership is divided into two categories: student and regular. All members have full voting privileges and are entitled to receive one copy of all BHC-sponsored publications (including *Enterprise & Society*). Student members pay dues at a reduced rate that is established by the Trustees.
3. Members are encouraged to attend the annual scholarly convention, for which there is a separate registration fee, and to take part in the annual members meeting, which takes place at the convention.
4. The members meeting provides the Officers and Trustees with a forum in which to discuss the business of the BHC with the members and gives members the opportunity to raise issues of concern and to make suggestions. The membership meeting is chaired by the President, and includes brief formal reports by the Secretary, the Treasurer, the editor of *Enterprise & Society*, and any others whom the Trustees think appropriate.

Article V. Officers

1. The BHC has ~~four~~ ^{three} Officers: President, President-Elect, ~~the~~ and Secretary, and ~~the~~-Treasurer. Each Officer is elected by the members, upon the nomination of the Nominating Committee, and, in the case of the Secretary and ~~the~~-Treasurer, the prior endorsement of the Trustees. The President and President-Elect serve for one year, the Secretary and ~~the~~-Treasurer for four years. Terms begin and end at the close of the annual scholarly convention, which is ordinarily in the Spring. The President-Elect automatically succeeds the President upon the completion of his or her term. Neither the President nor the President-Elect is eligible for reelection. The Secretary and ~~the~~-Treasurer ~~are~~ ^{is} eligible for re-election.
2. No Officer can serve simultaneously as a Trustee.
3. Should the office of President fall vacant for any reason, the responsibilities of office are assumed by the President-Elect. Under these circumstances, the President-Elect becomes Acting President and, in consultation with the Trustees, appoints an interim President-Elect to serve until the next annual election. At the time of that election, the Acting President becomes President and the membership chooses, as in the ordinary course of events, a new President-Elect.
4. Should the office of President-Elect fall vacant for any reason, the President, in consultation with the Trustees, appoints an interim President-Elect to serve until the next annual election, at which the membership chooses both a President and a President-Elect.
5. Should the office of Secretary ~~or the office of~~-Treasurer fall vacant for any reason, the President, in consultation with the Trustees, appoints an interim Secretary ~~or~~-Treasurer to serve until the next annual election.

Article VI. Responsibilities of Officers

1. Officers oversee the ongoing administration of the BHC and execute the policies that have been decided upon by the Trustees.
2. The President presides at all meetings of the Trustees, chairs the annual members meeting, and, upon the approval of the Trustees, fills vacant positions in the various Standing Committees. At the annual scholarly convention at the close of his or her term in office, he or she delivers an address to the members.
3. The President may, in consultation with the Trustees, establish ad hoc committees and appoint delegates to affiliated organizations. The President may, in consultation with the Electronic Media Oversight Committee and with the approval of the Trustees, fill temporarily any unanticipated vacancies at H-BUSINESS. The President may, in consultation with the Electronic Media Oversight Committee and with the approval of the Trustees, fill temporarily any unanticipated vacancies at the Web site. The President may, in consultation with the Print Media Oversight Committee and with the approval of the Trustees, fill temporarily any unanticipated editorial vacancies at Enterprise & Society.
4. The President-Elect appoints a Program Committee for the scholarly convention at the end of his or her presidential term and designates one of the members of the committee as its chair. The President-Elect also appoints a chair for the convention's dissertation session. He or she

picks a theme for the convention and, if he or she so chooses, organizes an invitational plenary session.

5. The Secretary-Treasurer maintains the administrative files of the BHC, conducts routine correspondence, coordinates elections, takes minutes at Trustees' meetings and the annual members meeting, and serves as a liaison between the Officers, the Trustees, the Standing Committees, prize committees, any ad-hoc committees convened by the Trustees, and the members. He or she keeps the member rosters up to date, coordinates member affairs, serves as a nonvoting advisor to the Program Committee, presents a brief report at the annual members meeting, and proposes a location for the annual scholarly meeting to the Trustees. It is also the responsibility of the Secretary-Treasurer to ensure that the time and location of the annual members meeting is disseminated to the members in a timely and effective fashion.

6. The Secretary-Treasurer receives all dues, registration fees, and other funds, and deposits and maintains them in accordance with the recommendations of the Investment Committee and the approval of the Trustees. He or she keeps the member rosters up to date, maintains all financial records (including financial details relevant to the annual meeting), files all tax forms and other legal documents as required by law, and prepares an annual budget in accordance with the recommendations of the Budget Committee and the approval of the Trustees. The Secretary-Treasurer is responsible for ensuring that all outstanding debts are settled promptly and that financial records are in good order and available for inspection.

7. At all times, the accounts of the BHC are to be kept distinct from the accounts of the annual scholarly convention.

Article VII: Trustees

1. The Trustees of the BHC are twelve individuals elected by the members to staggered three-year terms, with four positions open for election each year.

2. The Trustees meet regularly at or immediately prior to each annual scholarly convention. Trustee terms begin and end at the close of the annual scholarly convention. Trustees are eligible for re-election but not for successive terms. No Trustee may serve simultaneously as an Officer.

3. The Officers of the BHC attend all Trustee meetings as nonvoting advisors. The past president serves as a nonvoting advisor for one year following the expiration of his or her term. Under ordinary circumstances, the Trustees meetings are open to the members.

4. The President or any five Trustees may call an ad hoc Trustees' meeting at any time, provided the Trustees are notified by the Secretary-Treasurer at least ten days in advance.

5. Trustees must be notified by the Secretary-Treasurer, either by mail or electronic communication, at least four weeks prior to a regular meeting.

6. Five Trustees constitute a quorum. If a majority of the Trustees is not in attendance, all actions must be approved by a majority of the Trustees either by mail or electronic communication.

7. Trustees are not personally liable to the creditors of the BHC.

Article VIII: Responsibilities of Trustees

1. The Trustees exercise stewardship over the BHC's assets, activities, and reputation, and decide all major policy matters. They have the sole authority to set member dues, and are responsible for considering in a timely fashion any suggestions made by members at the previous members meeting.
2. Trustees are expected to participate in the annual Trustees' meeting, which is customarily held during or immediately prior to the annual scholarly convention. They are strongly encouraged to attend the three scholarly conventions during their term in office, and to sit in on the Trustees' meeting that immediately follows the announcement of their election.
3. Trustees approve the location of upcoming scholarly conventions. Trustees appoint the following: the editors of Enterprise & Society, the editors of H-BUSINESS, the Web editor, and representatives to any electronic media organizations with which the BHC may be affiliated. Trustees also appoint the editorial board of Enterprise & Society upon the recommendation of the editors of Enterprise & Society and the editorial board of H-BUSINESS upon the recommendation of the editors of H-BUSINESS. Trustees approve the appointment by the President of new members of the Standing Committees. Every four years the Trustees are responsible for endorsing the recommendation of the Nomination Committee for the Secretary and for the Treasurer prior to their election by the members. Should the offices of President, President-Elect, or Secretary, or Treasurer fall vacant unexpectedly, the Trustees are responsible for consulting with the President and/or the President-Elect in filling the position. The Trustees are responsible for filling all vacancies in a timely fashion.
4. The Trustees each year designate two Trustees to serve as members of the Executive Committee for the upcoming year.
5. Each Trustee is expected to serve on at least one Standing Committee.
6. The Trustees have the authority, in extraordinary circumstances, to suspend Officers who have been grossly negligent. A two-thirds majority of the Trustees is required.
7. The Trustees may, in consultation with the President, establish such ad hoc committees as they see fit.
8. The Trustees may adopt any rules and regulations for the conduct of their business that are not inconsistent with these bylaws. These rules and regulations are binding on the BHC and its members.

Article IX: Elections

1. Officers, Trustees, and members of the Nominating Committee are selected in annual elections by the members. The ballot must include at least two candidates for each open position on the Board of Trustees and the Nominating Committee. The ballot will also include the names of any candidates who have been nominated by petitions signed by at least twenty other members.
2. Members receive their ballots in the mail at least two months prior to the annual scholarly convention. All candidates are required to prepare, for distribution to the members, brief

statements describing their background and involvement in the organization. All voting is by postal ballot.

3. The results of the election are certified and announced to the members in writing by the Secretary-Treasurer.

Article X: Print Media

1. The BHC publishes a journal, Enterprise & Society. The editor and associate editors of the journal are appointed by the Trustees on the recommendation of the Print Media Oversight Committee. Editors serve a four-year term; Associate Editors may be appointed for any length of term up to four years. Editorial positions are renewable; they also are revocable by a two-thirds vote of the trustees. The editor of Enterprise & Society makes a written report of the journal's activities to the Trustees in a timely fashion prior to the Trustees' annual meeting, and the editor or a designated representative is available at this meeting to address questions raised by the Trustees. The editor also makes a brief report at the members meeting.

2. The editorial board of Enterprise & Society is appointed by the Trustees on the recommendation of the editors of Enterprise & Society.

3. The treasurer will serve as a liaison with the publisher of Enterprise & Society, proposing changes to the publishing contract in conjunction with the recommendations of the Print Media Oversight Committee.

Article XI: Electronic Media

1. The BHC sponsors an electronic discussion list, H-BUSINESS. The editors of H-BUSINESS are appointed by the Trustees on the recommendation of the Electronic Media Oversight Committee following a canvass of H-BUSINESS list members by the Committee. Editors each serve a three-year, staggered term. One Editor serves as Senior Editor, responsible for providing leadership and guidance to the H-Business moderating editors. People with experience as Moderating Editor will be given first consideration as candidates for Senior Editor. All editors must be members of the BHC. Editorial positions are renewable. One editor serves as Book Review Editor and has responsibility for soliciting reviewers for books in business history and editing those reviews for publication on H-Business.

2. The BHC sponsors, oversees, and owns a Web site. The Web Editor is appointed by the Trustees on the recommendation of the Electronic Media Oversight Committee. The Web Editor serves a three-year term. The position is renewable. The Web Editor is responsible for posting on the Web site items of interest to the membership including notices of upcoming scholarly conventions and materials forwarded by the editors of Enterprise & Society. The Web Editor is assisted by a BHC Web Projects Coordinator who is appointed by the Trustees on the recommendation of the Electronic Media Oversight Committee. The BHC Web Projects Coordinator serves a three-year term. The position is renewable. The Web Projects Coordinator is responsible for developing new areas of content for the BHC Web site.

3. The BHC sponsors an on-line publication of the papers and proceedings of its annual meeting, Business and Economic History. An Associate Web Editor is appointed by the Trustees on the recommendation of the Electronic Media Oversight Committee and has responsibility for

the production of BEH. The Associate Web Editor serves a three-year term. The position is renewable.

4. The H-Business Senior Editor, the Web Editor, and the Book Review Editor each makes a written report to the EMOC of the activities under their responsibility in a timely fashion prior to the Trustees' annual meeting.

5. The editorial board of H-BUSINESS will consist of the H-Business Moderating Editors, the H-Business Book Review Editor, the H-Business Senior Editor, BHC Web Editor, and Associate Web Editor, and the members of the BHC's Electronic Media Oversight Committee. The Board is chaired by the chair of the EMOC and oversees the routine activities of H-BUSINESS.

6. The BHC appoints members to serve as representatives to any electronic media organizations with which the BHC may be affiliated. These representatives are appointed by the Trustees on the recommendation of the Electronic Media Oversight Committee. Each representative serves a two-year term. The terms are renewable.

Article XII. Meetings

1. The BHC sponsors an annual scholarly convention at which members present research and discuss topics of mutual interest. This event is ordinarily the occasion for the annual members meeting and the annual meetings of the Trustees.

2. The Secretary-Treasurer is responsible for notifying the members of the time and place of the annual scholarly convention at least three months prior to its occurrence.

3. The BHC neither sponsors nor promotes events in locations where policies for membership or use are discriminatory or restricted on the basis of race, creed, gender, physical limitation, sexual orientation, or other factors as determined by the Trustees.

Article XIII. Committees

1. The BHC has ten standing committees: an Executive Committee, a Nominating Committee, a Program Committee, a Grants and Prizes Committee, a Budget Committee, an Investment Committee, a Print Media Oversight Committee, an Electronic Media Oversight Committee, an Emerging Scholars Committee, and an AHA/OAH Liaison Committee.

2. Members of the Nominating Committee are elected by the members. Members of the Print Media Oversight Committee and the Electronic Media Oversight Committee are drawn from the Trustees and appointed by the President. Members of all other committees are appointed by the President with the approval of the Trustees.

3. It is a policy of the BHC to staff all standing committees in such a way as to encourage the involvement of its members.

4. Ad hoc committees may be established by the President or the Trustees in consultation with the other.

Article XIV. Responsibilities of the Standing Committees

1. The Executive Committee consists of the President, the President-Elect, the Secretary, the Treasurer, and two Trustees. The committee is responsible for handling urgent situations that may arise in between the Trustees' meetings. Face-to-face meetings can be called at the

request of any three committee members. Other meetings, which may take place by e-mail or conference telephone call, can be held at the request of any two committee members. Any four members of the Executive Committee constitute a quorum. All decisions must be ratified by a majority of the committee.

2. The Nominating Committee consists of three individuals. The chair is the immediate Past President. The members elect the other two individuals to staggered two-year terms. Terms begin and end at the close of the annual scholarly convention, which is ordinarily in the Spring. The Nominating Committee actively solicits and recruits nominations from the members. Each year, at least four months prior to the annual scholarly convention, the Nominating Committee presents to the Secretary-Treasurer one candidate for the office of President-Elect and at least two candidates for each open position on the Board of Trustees and the Nominating Committee. Once every four years, the Nominating Committee recommends to the Trustees at least one candidate for Secretary and at least one candidate for-Treasurer. Trustees and Officers are ineligible to serve on the Nominating Committee during their term in office.

3. The Program Committee normally consists of a chair and two to four individuals. The committee is appointed by the President-Elect for two-year terms at or shortly after the annual scholarly convention. The President-Elect designates one member as the chair. At least one member of every Program Committee must have completed his or her formal education within the past ten years.

4. Since the term of office is for two years, and a new committee is appointed annually, two separate program committees exist at all times, helping to ensure continuity and facilitate long-range planning. The two-year term is designed to guarantee that convention planning begins at least fifteen months in advance. The Secretary and the-Treasurer areis-a nonvoting advisors to both committees, which are otherwise distinct.

5. The two Program Committees meet both jointly and individually each year at the annual scholarly convention. In the first year of its term, the Program Committee works with the President-Elect in choosing a convention theme and issuing the call for papers. In its second year, the committee selects the papers and organizes the sessions. They are to ensure that each panel has chairs and commentators and that due consideration has been given to proposals from individuals who are new to the organization, and to individuals who reside outside of the United States. When paper proposals have equal merit, the committee is encouraged to favor those individuals who have not presented a paper at the previous scholarly convention. The program committee is also responsible for appointing a BHC member to oversee the book and journal exhibit at the annual scholarly convention, and for coordinating the dissemination of convention information (including posting it on the BHC's Web site). The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is be available at this meeting to address questions raised by the Trustees.

6. The Grants and Prizes Committee consists of three individuals, one of whom is appointed each year by the President. Each member serves a three-year term. The senior member serves as chair. This committee oversees awarding of any prizes that the BHC may have established according to rules specified by the Trustees. Members of this committee are ineligible to receive any prize that has been sponsored by the BHC during their tenure on this committee.

This committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is available at this meeting to address questions raised by the Trustees.

7. The Budget Committee consists of the Past-President on the Board, the immediate Past-President, President, and President-Elect. The President acts as chair. The committee is responsible for working with the ~~Secretary~~/Treasurer to develop both the BHC's annual budget and its long-term budgetary strategy. The ~~Secretary~~/Treasurer will submit an annual budget proposal to the Committee with an explanatory preamble soon after January 1 of each year. The Committee will make queries and recommendations to revise that proposal as needed in a timely fashion. If the Committee has concerns that are not addressed in the proposed budget or that call for Trustees' deliberation, it will submit a written report to the Trustees within a month of receiving the ~~Secretary~~/Treasurer's proposal. This report may include recommendations regarding the proposed budget. The Committee may also provide recommendations and guidance for long-term budgetary strategy and fundraising, as appropriate or as requested. The Trustees will have the opportunity to discuss annual budgets and any Committee reports online and again at the annual meeting. The Committee will also be available to guide the President and ~~Secretary~~/Treasurer on expenditures when demands or requests arise unexpectedly with too little advance notice for consultation with the Trustees.

8. The Investment Committee consists of three members, one of whom is appointed each year by the President. Each member serves a three-year term. The senior member serves as chair. The committee is responsible for making recommendations to the ~~Secretary~~-Treasurer, on the approval of the Trustees, respecting the investment of all funds, financial assets, and endowments of the BHC, including the Chandler Fund. In making investments, the committee at all times behaves as a prudent fiduciary. The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is available at this meeting to address questions raised by the Trustees.

9. The Print Media Oversight Committee consists of three Trustees, one of whom is appointed each year at the beginning of his or her term by the President. Each serves a three-year term. None can be editors or associate editors of Enterprise & Society, though members may be drawn from the editorial advisory board. The senior member serves as chair. The committee serves as a liaison between the BHC and the editors of Enterprise & Society and acts as a standing search committee to recommend to the Trustees possible editors as such vacancies may occur. It is also responsible for overseeing any other publishing ventures that the BHC may pursue. The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting.

10. The Electronic Media Oversight Committee consists of three Trustees, one of whom is appointed each year at the beginning of his or her term by the President. Each serves a three-year term. None can be editors of H-BUSINESS, though members may be drawn from the editorial board. The senior member serves as chair. The committee serves as a liaison between the BHC and H-BUSINESS and the BHC and its Web site, and acts as a standing search committee to recommend to the Trustees possible H-BUSINESS and Web editors and representatives to electronic media organizations as such vacancies may occur. All vacancies are to be filled in a timely fashion. The committee is responsible for monitoring the relationship

between the BHC and electronic media organizations, along with the BHC representative to such organizations. The committee is responsible for encouraging the continuing recruitment of H-BUSINESS editors and board members of individuals from outside of North America. The committee also advises the Web editor on matters of policy and procedure, and keeps track of the terms of the various electronic editors and editorial board members. The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting.

11. The Emerging Scholars Committee consists of six individuals, two of whom are appointed each year by the President. Each member serves a three-year term. The senior members serve as co-chairs. This committee oversees the Emerging Scholars Reception held at the annual meeting; sponsors annual meeting sessions on professional issues of importance to graduate students and junior faculty; and promotes networks between new members of BHC, younger scholars, and other scholars who are developing their interests in business history, as well as between those constituencies and long-time BHC members. This committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is available at this meeting to address questions raised by the Trustees.

12. The AHA/OAH Liaison Committee consists of six members, two of whom are appointed each year by the President. Each member serves a three-year term. The senior members serve as co-chairs. The committee is responsible to solicit BHC members to prepare scholarly sessions and to work with members of the program committees of the AHA and the OAH to place those sessions on their annual programs. The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is available at this meeting to address questions raised by the Trustees.

Article XV. The BHC Doctoral Colloquium

1. The BHC organizes an annual Doctoral Colloquium that will take place over the course of a day or its equivalent just prior to each BHC annual meeting in the same city as the annual meeting. The Trustees and Officers will determine the name of the Colloquium. The immediate Past-President, President, and President-Elect will form the Colloquium Committee. The Trustees will determine the principles on which Colloquium funds will be spent.

2. The Director's term will be three years. At the end of the second year of a sitting Director's term, the Colloquium Committee will nominate a BHC member for the next term and will forward that nomination to the Trustees for approval. The Director's responsibilities include keeping all pertinent records. The Director will present the Colloquium Committee and Trustees with a brief outline of each year's Colloquium, including a summary of the students' evaluations, within four months of the annual meeting.

3. Faculty will include the President-Elect and Past-President, if possible. The Director will select at least two additional Faculty in consultation with the Colloquium Committee. Goals for recruiting Faculty include achieving balance in whatever dimensions seem appropriate. The composition of the Faculty should be determined at least six months before the annual meeting.

4. The BHC will recruit students as part of each annual meeting's call for papers. It will also broadcast calls on H-Business and the BHC email list, as well as pursue other recruiting options

as deemed useful. Applications will include a statement of interest, a preliminary or final dissertation prospectus, a CV, and a letter of recommendation from an advisor that is sent directly to the BHC. Applications will be due five to six months before the annual meeting, and students will be notified of the results approximately four months before the annual meeting. The Director and Faculty will select up to ten students from among the applicants. Financial restrictions may affect the actual number accepted in any given year.

Article XVI. Dissolution

1. Upon the dissolution of the BHC, the Board of Trustees shall, after paying or making provision for the payment of all outstanding liabilities, dispose of all of its assets to such organization or organizations that have a similar purpose. Such an organization or organizations is or are to be set up and operated exclusively for charitable, educational, or scientific purposes as shall at the time render them "exempt" under Section 501(c)(3) of the Internal Revenue Code of 1954, or under the corresponding provision of any future United States Internal Revenue Law.

Article XVI. Amendments

1. Members of the BHC may at any time submit amendments of these By-Laws to the President, who has the responsibility to present them to the Trustees for consideration at the next regular Trustees' meeting. No amendment to the By-Laws can be adopted that has not been approved by either two-thirds or six members of the Board of Trustees, whichever is larger. Should the Trustees recommend that the amendment be adopted, and should they deem it expedient, the amendment is to be presented to the members at the next regular members meeting. Here it is confirmed, amended, or rejected by a majority vote of the members, provided a quorum is present. Successful amendments voted on in this way go into effect immediately. Alternatively, the Trustees may, at their discretion, poll the members by postal ballot. To succeed in a postal ballot, an amendment must secure a majority vote of the ballots received. Should the amendment succeed, it goes into effect as soon as the results are communicated to the members.

2. For the purposes of amending the By-Laws at a members meeting, ten percent of the members of the BHC constitutes a quorum.