

Proposed By-Laws Amendment #1 – To shorten the post-presidential term by one year. *This proposal originated with immediate past President Barbara Keys, with the goal of increasing the pool of potential candidates for the presidency by lessening the term of service.*

Amend Article III, Section 1 to read: . . . A retiring President shall retain membership on the Council for **two** years after the expiration of his or her term of Office as President.

If approved, the shortened term would begin January 1, 2022.

Proposed By-Laws Amendment #2 – To add a designated teaching-centered member to Council. *This proposal originated with SHAFR's Nominating and Teaching committees and then was submitted to Council via a petition signed by 24 members of SHAFR.*

Amend Article II, Section 5 (c) to read: The Nominating Committee shall also present a slate of two candidates for each of the following offices: Vice President/President-Elect, members of the Council, graduate student member of Council (in appropriate years), **teaching-centered member of Council (in appropriate years)**, and member of the Nominating Committee.

Amend Article IV, Section 1, subsections (b) and (c) and add subsection (d) to read: The Council of the Society shall consist of . . . (b) seven members (three year terms) elected by the members of the Society; (c) two graduate student members (three year terms) elected by the members of the Society; and **(d) one member (three year term) in a teaching-centered position, elected by the members of the Society.**

If approved, the first candidates for the teaching-centered seat on Council would stand for election in August 2021.

Proposed By-Laws Amendment #3 – To ensure at least one member of Council is not based in the United States. *This proposal originated with SHAFR Council as it considered ways to further internationalize the organization.*

Amend Article IV, Section 1, adding subsection (e) to read: **(e) Additionally, at least one member of Council, including the President and Vice President/President-Elect, shall reside outside of the United States (at time of election), thereby requiring the Nominating Committee to put forth a pair of qualifying Council candidates if necessary to meet this minimum number.** In the event of a vacancy on the Council caused by death or resignation, the vacancy shall be filled at the next annual election.

If approved, this amendment would take effect in the August 2021 election.

By-Laws (amended October 2019)

Article I: Membership

Section 1 Any person interested in furthering the objects of the Society for Historians of American Foreign Relations as set forth in the Certificate of Incorporation shall become a member upon submitting an acceptable application and paying the dues herein provided.

Section 2 The following are the classes of membership in the Society: Regular, Student, Life, and Institutional. The specific qualifications of each class of membership shall be established by the Council.

Section 3 Annual dues for Regular, Student, and Institutional members shall be established by the Council.

Section 4

(a) All members in good standing, except institutional members, shall have the right to attend, participate in, and vote in all of the Society's meetings and to vote in its elections. Each member shall be supplied without additional charge one copy of each issue of Diplomatic History and the newsletter while a member, and shall have such other privileges as may be prescribed by the Council.

(b) Membership in good standing is defined as paid membership certified by the Executive Director at least thirty days before participating in an election or in a Membership Meeting.

Section 5 Any member whose dues become three months in arrears shall be automatically suspended.

Section 6 Dues are payable in advance of the first day of each year. New membership shall become effective at the beginning of the calendar year in which application is received and dues are paid except that dues paid after August 31 shall be applied for the following year.

Article II: Officers, Elections, and Terms of Office

Section 1 The officers of the Society shall consist of a President, a Vice President/President-Elect, and an Executive Director.

Section 2 The President and Vice President/President-Elect shall be elected for terms of one year each, beginning on November 1. The Vice President/President-Elect shall be an automatic nominee for the office of President the following year, although contesting nominees may be offered in accordance with provisions of the By Laws.

Section 3 The Executive Director shall be appointed by the Council to serve at the pleasure of the Council.

Section 4 In the event of the death, resignation or disability of the President, the last to be determined by a majority vote of the Council, the Vice President/President-Elect shall succeed to the Presidency until the following November 1. Since the office of Vice President/President-Elect will then be vacant, the Council by majority vote may designate one of its own members to

act as chair of meetings in the President's absence. A Vice President/President-Elect who succeeds to the Presidency under the provisions of this section shall still be an automatic nominee for the next year's Presidency. If the Presidency, while filled by the elected Vice President/President-Elect under the terms of this section, shall again become vacant, the Council, by majority vote, shall designate a President ad interim to act until the office is filled by an annual election.

Section 5

(a) Elections shall be held annually by mail or electronic ballot. The candidate for each office who receives the highest number of votes is elected. When more than two nominees are slated for a particular office and no candidate receives a majority vote, a run-off election will be held between the candidates with the two highest vote totals.

(b) The Nominating Committee shall present the name of the outgoing Vice President/President-Elect as an automatic nominee for the office of President.

(c) The Nominating Committee shall also present a slate of two candidates for each of the following offices: Vice President/President-Elect, members of the Council, graduate student member of Council (in appropriate years), **teaching-centered member of Council (in appropriate years)**, and member of the Nominating Committee.

(d) Additional nominees for any office shall be placed on the ballot when proposed by petition signed by twenty-five members in good standing; but such additional nominations, to be placed on the ballot, must reach the Chair of the Nominating Committee by July 1.

(e) The Chair of the Nominating Committee shall certify the names to be placed on the ballot to the Executive Director by July 15. The Executive Director shall mail the completed election ballot to the membership not later than August 15 for return by September 30. The election results, certified by the Nominating Committee, shall be announced as expeditiously as possible. In the event of a tie, the current Council, with the exception of the President, will vote to elect one of the candidates. This vote will take place by electronic means, by secret ballot, and within one week of the conclusion of the regular election.

(f) If a SHAFR member is nominated and placed on the ballot, but fails to win election, he or she shall wait one year before being nominated again for the same or a different office.

(g) Following the expiration of their tenure, Council members must wait three years before seeking nomination again.

(h) The President and Vice President/President-Elect shall not submit nominations while holding office. SHAFR officers should not sit in on Nominating Committee meetings or have contact with Nominating Committee members regarding nominees.

(i) The authority for administering the election rests with the Nominating Committee. In addition to soliciting nominations and constructing the ballot, the Nominating Committee shall acquire from the candidates statements and biographical data; enforce all election guidelines; respond to all questions; work with the SHAFR Business Office to circulate the ballot, reminders, and other

notifications; receive from the webmaster the electronic results; and transmit the results to the SHAFR Business Office. The Nominating Committee shall refer all disputes to the Council.

(j) SHAFR endows the Nominating Committee with full responsibility and authority for constructing the ballot and both the nominating and election process.

Article III: Powers and Duties

Section 1 The President shall supervise the work of all committees, formulate policies for presentation to the Council, and execute its decisions. He or she shall appoint the members of the Program Committee and of special committees, commissions, and boards. He or she shall sign all documents requiring official certification. The President shall be ex officio a member of the Council and shall preside at all Membership and Council meetings at which he or she is present. A retiring President shall retain membership on the Council for ~~three~~ two years after the expiration of his or her term of Office as President. The President and Vice President/President-Elect shall be limited to one term in office.

Section 2 The Vice President/President-Elect shall preside at Membership and Council meetings in the absence of the President and shall perform other duties as assigned by the Council. The Vice President/President-Elect shall be ex officio a member of the Council.

Section 3 The Executive Director shall have charge of all Society correspondence, and shall give notice of all Council meetings. He or she shall keep accurate minutes of all such meetings, using recording devices when deemed necessary. He or she shall keep an accurate and up to date roll of the members of the Society in good standing and shall issue a notification of membership to each new member. He or she shall see that the By Laws are printed periodically in the newsletter. He or she shall submit all mail ballots to the membership and shall tabulate the results. He or she shall retain those ballots, for possible inspection, for a period of one month. He or she shall give instructions of the Council to the new members of committees when necessary. Under the direction of the Council, he or she shall manage all funds and securities in the name of the Society. He or she shall submit bills for dues to the members and deliver an itemized financial report annually to the membership. He or she shall have custody of all records and documents pertaining to the Society and be responsible for their preservation, and shall prepare an annual budget for approval by the Council. The Executive Director shall be ex officio a member of the Council, but without vote.

Article IV: The Council

Section 1 The Council of the Society shall consist of

(a) those officers or former officers of the Society who, in accordance with Article III of the By Laws, serve ex officio as members of the Council;

(b) seven members (three year terms) elected by the members of the Society; ~~and~~

(c) two graduate student members (three year terms) elected by the members of the Society; ~~and~~

(d) one member (three year term) in a teaching-centered position, elected by the members of the Society.

(e) Additionally, at least one member of Council, including the President and Vice President/President-Elect, shall reside outside of the United States (at time of election), thereby requiring the Nominating Committee to put forth a pair of qualifying Council candidates if necessary to meet this minimum number.

In the event of a vacancy on the Council caused by death or resignation, the vacancy shall be filled at the next annual election.

Section 2 The Council shall have power to employ and pay necessary staff members; to accept and oversee funds donated to the Society for any of the objects of the Society stated in the Certificate of Incorporation; to appoint the Executive Director; to arrange for meetings of the Society; to create, in addition to committees named in the By Laws, as many standing or ad hoc committees as it deems necessary to fulfill its responsibilities; and to transact other business normally assigned to such a body.

Section 3 The Council may reach decisions either at meetings or through correspondence filed with the Executive Director, provided that such decisions have the concurrence of two thirds of the voting members of the Council.

Article V: Committees

Section 1 The Nominating Committee shall consist of three members in good standing who hold no other office in the Society and shall be elected for a term of three years, except that members of the first Nominating Committee shall be appointed by the President to terms of one, two, and three years, respectively. The Chair shall be held by the member with the longest years of service, except that when two or more members have equal length of service the President shall designate which of them shall serve as Chair. If a post on the Nominating Committee becomes vacant through death, resignation, or ineligibility through acceptance of an office in the Society, the President shall appoint a member to fill the post until the next annual election, when a replacement shall be chosen for the unexpired term.

Section 2 The Program Committee shall consist of members in good standing appointed by the President for a term of one year. The Program Committee may include the Local Arrangements Chair (but not as chair or co-chair).

Section 3 The Ways & Means Committee shall have responsibility for (1) recommending investment management and policy to Council; (2) serving as SHAFR's advisory board to the investment management firm approved by Council; (3) monitoring the endowment investments; (4) reporting regularly (at least twice a year) to Council on the status of the endowment investments; (5) monitoring and evaluating all ongoing programs; (6) soliciting and assessing proposals for new programs; (7) making recommendations to Council regarding funding and programs; and (8) consulting with the SHAFR accountant as necessary. The membership of the Committee will consist of the immediate past president (chair), the President, the Vice President/President-Elect, and two members-at-large. The President shall appoint the two at-

large members to reflect the breadth of the Society's interests and membership, and they shall serve staggered, three-year terms. The Endowment Liaison and the Executive Director shall serve ex officio.

Article VI: *Diplomatic History*

Section 1 The Editor of *Diplomatic History* shall be appointed by the President with the approval of the Council for a term of at least three years and not exceeding five years.

Section 2 The Editorial Board shall consist of the Editor and nine members nominated by the Editor and appointed by the Council. Members shall serve three years except that for the purpose of establishing and maintaining a regular rotation members may be appointed for a term of shorter than three years.

Article VII: Amendment

Section 1 Amendments to the By Laws may be proposed by twenty-five members in good standing or by any member of the Council.

Section 2 Once proposed, amendments must be approved by a majority vote of Council and a concurring majority vote of those participating in a mail ballot.

Article VIII: Membership Meeting

Section 1 Council shall schedule a Membership Meeting, to be held during the SHAFR annual conference, upon presentation of an appropriate petition signed by at least 25 members of SHAFR in good standing. Notice of the final time, place, and agenda of the Membership Meeting shall be mailed by the Executive Director to each member of the Society at least six months prior to that meeting.

Section 2 Resolutions tentatively approved at a Membership Meeting shall be submitted by the Executive Director directly to the full membership of the Society by mail ballot for final approval.

Article IX: Advocacy

Section 1: This Section establishes two methods by which SHAFR may take a public stand on an issue:

SHAFR may take a public stand on an issue by following these steps:

First, a petition proposing a resolution must be signed by ten members in good standing;

Second, such a resolution must be submitted by SHAFR by electronic means to the full SHAFR membership;

Third, the resolution must be voted on by at least 30% of the SHAFR membership within seven calendar days following an electronic announcement to the membership that voting has begun;

Fourth, the resolution must receive a majority of the votes cast;

Fifth, the resolution must then be submitted to the SHAFR Council. Council may pass the resolution through a 2/3 vote, with 80% of Council Members voting.

Alternatively, SHAFR may take a public stand on an issue by following these steps:

First, Council may approve a resolution by a 2/3 vote of the SHAFR Council members, with 80% of Council Members voting;

Second, such a resolution must be submitted by SHAFR by electronic means to the full SHAFR membership;

Third, the resolution must be voted on by at least 30% of the SHAFR membership within seven calendar days following an electronic announcement to the membership that voting has begun;

Fourth, the resolution must receive a simple majority of the votes cast.

Section 2: SHAFR's President is authorized to speak publicly on issues of vital interest to the organization in her/his capacity as SHAFR President without broader consultation of the Council or membership, but not as representing the opinions of the members of the organization.