

# NATIONAL COUNCIL ON PUBLIC HISTORY

## About the Council: Bylaws and Ethics

The **NCPH Code of Bylaws** are the rules governing our membership organization and for the regulation of its affairs.

The **NCPH Code of Ethics and Professional Conduct** were adopted in 2007 to replace a version from 1986, this code sets forth guidelines of professional conduct expected of all members of the NCPH.

### **NCPH CODE OF ETHICS AND PROFESSIONAL CONDUCT**

*Adopted by the Board of Directors of the National Council on Public History, April 12, 2007*

This Code of Ethics sets forth guidelines of professional conduct expected of all members of the National Council on Public History. Recognizing that public historians practice in a variety of specialized professional fields, this code incorporates reference to other codes and guidelines as appropriate. The purpose of this code is to articulate expectations of conscientious practice, not to set thresholds for certification, investigation, or adjudication. The National Council on Public History promotes ongoing discussion of ethics and professional conduct in classrooms, conferences, workshops, and professional literature as a best practice of the profession as a whole.



### **The Public Historians' Responsibility to the Public**

This code recognizes that the public may be defined in multiple and sometimes competing ways and that public interest is a fluid concept often formulated within the context of particular situations and subject to continuous debate. Nonetheless, ethical practice implies a responsibility to serve the public interest, as conscientiously determined in any given situation, and requires certain basic principles of professional conduct.

1. Public historians should serve as advocates for the preservation, care, and accessibility of historical records and resources of all kinds, including intangible cultural resources.
2. Public historians should carry out historical research and present historical evidence with integrity.
3. Public historians should strive to be culturally inclusive in the practice of history and in the presentation of history.
4. Public historians should be fully cognizant of the purpose or purposes for which their work is intended, recognizing that research-based decisions and actions may have long-term consequences.
5. Public historians should maintain a conscious regard for the interpersonal dynamics inherent in historical practice.

### **The Public Historians' Responsibility to Clients and Employers**

Public historians have a responsibility to perform work competently, diligently, creatively, and independently in pursuit of a client's or employer's interest, and a corollary responsibility to assure that such performance is consistent with their service to the public interest.

1. A public historian should respect the decisions of a client or employer concerning the objectives and nature of the professional services to be performed unless such performance involves conduct which is illegal, immoral, or unethical.

2. A public historian should maintain exclusive supervision over historical research studies and investigations.

3. A public historian should exercise independent professional judgment on behalf of a client and employer.

4. A public historian should not solicit prospective clients or employment through the use of false or misleading claims, harassment, or duress.

5. A public historian should not offer professional services by stating or implying an ability to influence decisions by improper means.

6. A public historian should not accept or continue to perform work that is beyond his or her professional competence.

7. A public historian should not perform work if there is an actual, apparent, or reasonably foreseeable conflict of interest, or an appearance of impropriety, without full written disclosure to the affected client/s or employer/s.

8. A public historian is obligated not to disclose information gained in a professional relationship when the client or employer has requested such information to be held confidential. Exceptions to the principle of non-disclosure must be made when required by process of law. Exceptions may be made when disclosure would prevent a violation of law or prevent a substantial injustice to the public interest. In such instances, a public historian must verify the facts and issues of the circumstance and, when practicable, make every reasonable effort to obtain separate opinions from other qualified professionals employed by the client or employer and every reasonable effort to obtain reconsideration from the client or employer.

9. A public historian should not use the power of any office or professional relationship to seek or obtain a special advantage that is not in the public interest.

### **The Public Historian's Responsibility to the Profession and to Colleagues**

Public historians should contribute to the development of the historical profession by advancing knowledge and improving methods, systems, procedures, and technical applications. More broadly, public historians should respect the professional views of their colleagues and peers in all professional fields. Public historians should strive to increase the diversity of the profession to reflect more closely the demographics of society. Equally important, public historians should strive to increase public understanding of the practice of public history.

1. A public historian should accurately represent the qualifications, views, and findings of colleagues.

2. A public historian should have a working knowledge of the methods, principles, and standards pertinent to specialized practice fields as appropriate to projects undertaken for clients or employers.\* A public historian also should be familiar with the broadly applicable Statement on Standards of Professional Conduct adopted by the American Historical Association.

3. A public historian should approach each research problem as unique, examine the applicability of



research theories and methods to the facts and analysis of each particular situation, and use methods appropriate for each situation.

4. A public historian also should analyze each research problem within an appropriate body of scholarship drawn from all pertinent disciplines.

\* Applicable guidelines include but are not limited to the Society of American Archivists' Code of Ethics for Archivists [[www.archivists.org/governance/](http://www.archivists.org/governance/)], the International Council of Museums' Code of Ethics [[icom.museum/](http://icom.museum/)], the American Association of Museums' Code of Ethics for Museums [[www.aam-us.org/museumresources/](http://www.aam-us.org/museumresources/)], the CMA Ethical Guidelines of the Canadian Museums Association [[www.museums.ca/Cma1/About/AboutCMA.htm](http://www.museums.ca/Cma1/About/AboutCMA.htm)], the Principles and Standards of the Oral History Association [[omega.dickinson.edu/organizations/oha/pub\\_eg.html](http://omega.dickinson.edu/organizations/oha/pub_eg.html)], oral history guidelines promulgated by the Canadian Oral History Association [[oral-history.ncf.ca/](http://oral-history.ncf.ca/)], the Principles and Standards for Federal Historical Programs of the Society for History in the Federal Government [[shfg.org/standard.html](http://shfg.org/standard.html)], the Parks Canada Guiding Principles and Operational Policies for Cultural Resource Management [[www.pc.gc.ca/docs/pc/poli/princip/part3/part3a\\_E.asp](http://www.pc.gc.ca/docs/pc/poli/princip/part3/part3a_E.asp)], the Code of Ethics of the Canadian Association for Conservation of Cultural Property and of the Canadian Association of Professional Conservators [[www.capc-acrp.ca/](http://www.capc-acrp.ca/)], and the Code of Practice of the Professional Historians' Association of New Zealand/Aotearoa [[www.phanza.org.nz/](http://www.phanza.org.nz/)]

5. A public historian should share the results of experience and research that contribute to the body of public historical knowledge.

6. A public historian who reviews the work of other professionals should do so in a fair, considerate, and respectful manner.

7. A public historian should contribute time and information to the professional development of students, interns, beginning professionals, and other colleagues.

8. A public historian should welcome opportunities to represent cultural diversity in his or her work and to enfold members of underrepresented groups into the profession.

### **The Public Historian's Self-Responsibility**

High standards of professional integrity, knowledge, and proficiency are the hallmarks of excellence in public history.

1. A public historian should represent professional qualifications and education accurately and fully.

2. A public historian should incorporate continuing education into his or her professional development.

3. A public historian should respect the rights of others.

4. A public historian should not discriminate against others.

5. A public historian should not deliberately commit a wrongful act which adversely affects his or her professional fitness.

6. A public historian should critically examine personal issues of social conscience as distinct from issues of ethical practice.

## **NCPH CODE OF BYLAWS**

### **ARTICLE 1 IDENTIFICATION**

Section 1.01. Name. The name of the corporation is THE NATIONAL COUNCIL ON PUBLIC HISTORY, INC. (The "Corporation").

Section 1.02. Mission. The Corporation has a two-fold mission. First, it aspires to make the public aware of the value, uses, and pleasures of history. Second, it seeks to serve the historical community by: (1) advising historians about their public responsibilities; (2) helping students prepare for careers in public history; and (3) providing a forum for historians engaged in historical activities in the public realm.

## **ARTICLE 2 MEMBERSHIP**

Section 2.01. Qualification of Members and Affiliates. The Corporation's members shall consist of such natural persons who apply for membership and shall have been admitted to membership from time to time by the Board of Directors or a committee thereof based on eligibility requirements established from time to time by the Corporation (the "Members"). In addition, the Board of Directors of the Corporation may from time to time designate such class or classes of institutional members or honorary members ("Contributor Members") as it deems reasonable, which such class or classes shall possess certain qualifications and pay a fee or fees with respect to the Corporation as shall be determined by the Board of Directors or the Executive Committee from time to time. Contributor Members shall not have voting rights or other rights or privileges of membership otherwise given to Members by the Act. An institutional member may affiliate with the Corporation as a Contributor Member, and receive its publications, but shall not be entitled to vote.

Section 2.02. Rights of Members. Members shall receive The Public Historian and Public History News and are entitled to one vote for officers, members of the Board of Directors, and members of the Nominating Committee. The right of a Member to vote and all the Member's rights, title and interest in or to the Corporation shall cease on the termination of membership. No Member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 2.03. Dues and Assessments. Each Member and Contributor Member shall pay annually to the Corporation or its designated contractual agent fees and charges in an amount determined by the Board of Directors, upon recommendation of the Executive Committee.

Section 2.04. Resignation from Membership. Any Member may resign at any time by giving written notice of such resignation to the President or the Secretary-Treasurer of the Corporation or by failing to pay the annual fees and charges. The acceptance of a resignation shall not be necessary to make it effective. If a Member serving as a Director resigns from membership in the Corporation, the Member's term as a Director shall terminate at the time such resignation becomes effective.

Section 2.05. Termination of Membership. The Board of Directors may terminate or suspend the membership of any Member for failure to pay such fees and charges as may be required under Section 2.03 hereof. The Board of Directors may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

Section 2.06. Period of Membership. The term of membership of all Members shall be one (1) year. The number of terms of membership that a person may serve is not limited.

## **ARTICLE 3 MEETINGS OF MEMBERS**

Section 3.01. Place of Meetings. All meetings of Members shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof.

Section 3.02. Annual Meeting. An annual business meeting of the Members shall be held during each fiscal year of the Corporation as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof.

Section 3.03. Special Meetings. The President, Executive Committee, or the Board of Directors may call special meetings of the Members.

Section 3.04. Notice of Meetings. A written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary-Treasurer, the Executive Director, or by the officer or persons calling the meeting to each Member of record of the Corporation at such address as appears on the records of the Corporation at least ten (10) days before the date of the meeting, or if notice is mailed by other than first class or registered mail, thirty (30) to sixty (60) days before the meeting date. Notice of any meeting of Members may be waived in a writing signed by any Member and delivered to the Corporation. Attendance at any meeting shall constitute a waiver of notice of that meeting.

Section 3.05. Voting Lists. After fixing a record date for a notice of a meeting, the Secretary-Treasurer or an agent designated by the Board shall prepare a list of the names of the Corporation's Members who are entitled to notice of a Members' meeting, containing the address and number of votes each Member is entitled to vote at a meeting.

Section 3.06. Quorum. Ten percent (10%) of the persons qualified to vote as Members, represented in person or by proxy, or thirty (30) members, whichever is smaller, shall constitute a quorum for the transaction of business at any meeting of the Members of the Corporation.

Section 3.07. Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 3.08. Voting Rights. Each Member present in person or by proxy shall be entitled to cast one (1) vote upon each question voted upon at all meetings of the Members. In the event of any tie in any election in which Members are entitled to vote, the decision of a majority of the Board of Directors, after being polled by the Executive Director, shall resolve the tie. No Member entitled to vote in any election of directors shall have the right to multiply the number of votes to which such Member may be entitled by the number of directors to be elected.

Section 3.09. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by fifty-one percent (51%) of the Members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the Members. Such consent shall have the same effect as a unanimous vote of the Members at a duly held meeting of the Members.

Section 3.10. Meeting by Electronic Communications. Any or all of the Members of the Corporation may participate in a meeting by or through the use of any means of communication by which all Members participating may communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 3.11. Meeting by Ballot. Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter, provided that the written ballot sets forth each proposed action, and provides an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when (1) half or more of those responding by ballot equals or exceeds half of the individual members, and (2) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot must do the following: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than the election of directors; and specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked.

## ARTICLE 4

## **BOARD OF DIRECTORS**

Section 4.01. Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.

Section 4.02. Number. There shall be fifteen (15) Directors of the Corporation, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board shall never be reduced to less than five (5) nor increased to more than nineteen (19) Directors. The Board of Directors shall consist of nine (9) individuals elected by the Members (the "Elected Directors"), the three (3) current Officers of the Corporation, the immediate Past President of the Corporation, the Executive Director, and the Editor of The Public Historian. The Executive Director and the Editor shall serve as ex-officio, non-voting members of the Board of Directors. All other members of the Board shall be voting members. In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the Members of the Corporation according to a procedure established by resolution of the Board of Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions. Members of the Board of Directors shall be members of the Corporation in good standing. Failure to maintain membership on a current basis or absence from two (2) consecutive meetings of the Board of Directors without prior written notice to the President shall be cause for removal from the Board.

Section 4.03. Election. The Members of the Corporation shall elect the Board of Directors by an annual written ballot at a time at least two months prior to the annual meeting. The members of the Board of Directors shall be divided into three classes as nearly equal in number as possible who will serve staggered terms of three (3) years coinciding with the annual meeting. Directors shall be chosen for a term of three (3) years, to begin on the last day of the annual meeting, to succeed those whose terms expires.

Section 4.04. Term. Each member of the Board of Directors shall serve for a term of three (3) years or until a successor is elected and qualified, or until the member has resigned or been removed. Incumbent Directors shall be eligible for re-election for one additional term. A member may serve non-consecutive terms as a Director.

Section 4.05. Vacancies. Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by a person designated by the President, subject to the approval of the Executive Committee. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

Section 4.06. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President, or the Secretary-Treasurer of the Corporation. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.07. Removal. Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Section 4.08. Meetings. The Board of Directors shall meet twice each year. One such meeting will take place in conjunction with the annual meeting of the Members of the Corporation, at the place where such meeting of the Members has been held, for the purpose of discussing organizational issues and consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the President, and shall be called by order thereof upon the written request of at least two Directors, which request shall set forth the business to be conducted at such a meeting.

Section 4.09. Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mail or electronic communications or delivering personally the same

at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary-Treasurer by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.10. Quorum. A quorum of the Board of Directors at any annual, regular or special meeting of the Board of Directors shall be one-third (1/3) of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than four (4) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 4.11. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the Board of Directors or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 4.12. Meeting by Electronic Communications. Any or all of the members of the Board of Directors or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

## **ARTICLE 5 OFFICERS**

Section 5.01. Officers and Agents. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary-Treasurer, an Immediate Past President, an Executive Director, and such other officers as the Board of Directors may, by resolution, designate from time to time. The members may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Section 5.02. Election, Term of Office, and Qualification. The Vice-President shall be chosen biennially and the Secretary-Treasurer triennially by written ballot of the Members. Each officer shall hold office (unless the officer resigns, is removed, or dies) until the conclusion of their designated terms or until a successor is chosen and qualified. The Vice-President shall automatically be designated the President-elect and, upon the expiration of a two-year term as Vice-President, shall assume the office of President. The term of the President shall be two years.

Section 5.03. Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the President, with the approval of the Executive Committee, shall designate a member of the Board of Directors to fill such vacancy, and the person so elected shall hold office and serve until the next duly constituted meeting of the Board of Directors, at which time the Board shall elect a person to fill such vacancy; provided, however, that in the event the office of President becomes vacant, the current Vice-President shall automatically fill such vacancy.

Section 5.04. President. The President shall preside at all meetings of the Board of Directors, the Executive Committee and Members, if present; shall be the chief executive officer of the Corporation; shall have and exercise general charge and supervision of the affairs of the Corporation; and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board of Directors.

Section 5.05. Vice-President. The Vice-President shall exercise and perform all powers of, and perform duties incumbent upon, the President during the absence or disability of the President and shall exercise and perform such other powers and duties as this Code of By-Laws, the Board, or the President may

prescribe. The Vice-President shall appoint the members of all standing and temporary committees (except the Executive Committee) with the advice of the President and the Board of Directors. The Vice-President shall serve on the Membership Committee. An appointed vice-president, however, will not be able to succeed to the office of president unless duly elected to that position by the Members.

Section 5.06. Secretary-Treasurer. The Secretary-Treasurer shall have the oversight of the corporate records and the minutes book of the Corporation. The Secretary-Treasurer (or a designee chosen by the Board) shall have the following responsibilities: shall attend all the meetings of the Board of Directors, the Executive Committee and Members of the Corporation; shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings; and shall perform a like duty for all standing committees of the Board of Directors when required. The Secretary-Treasurer shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Board of Directors or the President. The Secretary-Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Secretary-Treasurer shall be the legal custodian of all monies, notes, securities and other valuables, which may from time to time come into the possession of the Corporation. All funds of the Corporation coming into the Secretary-Treasurer's hands shall be immediately deposited in some reliable banks or other depository with the approval of the Board of Directors, and shall keep such bank accounts in the name of the Corporation. The Secretary-Treasurer shall provide a semi-annual statement to the Board of Directors, and an annual statement to the Members, of the financial condition of the Corporation and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board of Directors or the President. The Secretary-Treasurer shall serve as the Chair of the Finance Committee and shall in conjunction with the Executive Director prepare the annual budget of the Corporation.

Section 5.07. Past-President. The immediate Past-President shall chair the Long-Range Planning Committee and assist with other activities of the Corporation as needed.

Section 5.08. Assistant Officers. The Board of Directors may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by the Code of By-Laws, the Board of Directors or the President.

Section 5.09. Executive Director. The Executive Director shall be the chief operating officer of the Corporation. The Director will have the following responsibilities: shall be the chief professional and operating officer of the Corporation; shall have and exercise general charge and supervision of the conduct of the ordinary business of the Corporation; shall assist the President with administering the affairs of the Corporation; shall serve as an ex officio member of all committees of the Corporation; and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned to that person by the President and/or the Board of Directors.

Section 5.10. Removal. Any officer may be removed from office, with or without cause, by a majority vote of the Board of Directors.

Section 5.11. Resignations. Any officer may resign at any time by delivering notice to the Board of Directors, the President, or the Secretary-Treasurer. A resignation is effective upon delivery unless the notice specifies a later effective date.

## **ARTICLE 6 NOMINATING COMMITTEE**

Section 6.01. Membership. The Nominating Committee shall consist of five Members, elected by the Members of the Corporation, who shall serve three-year staggered terms. The President shall designate each year the Chair of the Nominating Committee from among its five members.

recommend to the Board of Directors persons to be considered for elected offices of the Corporation. The Nominating Committee shall report to the Executive Director six (6) months prior to the annual meeting a slate of one (1) candidate for Vice President and two (2) candidates from among individual members of the Corporation for Secretary/Treasurer, Director, and member of the Nominating Committee to be elected. Candidates for Director, Officer and Nominating Committee member will then be elected by a plurality of the members by a vote by ballot sent to members at least three (3) months prior to the annual meeting and returned to the Executive Director postmarked at least six (6) weeks before the annual meeting. The Nominating Committee shall provide candidates for office with copies of these By-Laws. The Nominating Committee may not inform candidates of others running for that position. The Executive Director shall promptly notify all candidates of the election outcome, and the President may follow with a letter to all candidates.

Section 6.03. Removal. Any committee member may be removed from office, with or without cause, by a majority vote of the Board of Directors

Section 6.04. Vacancies. Any vacancy on the Nominating Committee caused by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by a person designated by the President, subject to the approval of the Executive Committee.

## **ARTICLE 7 COMMITTEES**

Section 7.01. Standing Committees. The standing committees of the Corporation shall be established under the following divisions -- Governance, Operations, and Programs -- and shall provide the functions described below. The term of each committee shall begin on the final day of the annual meeting of the Members. Unless otherwise provided in these By-Laws, the Vice President shall, in advance of the Annual Meeting, appoint individuals to fill committee vacancies, broadly representative of the profession, and designate a chair for each committee from among its members, subject to the advice of the Board of Directors. The committees shall meet in person or electronically at least once a year. Committee members shall serve a maximum of two terms on a committee.

Section 7.02. Governance. The Governance division will include the following committees -- the Executive Committee, the Editorial Board of The Public Historian, and Board Committees.

Clause (a). Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary-Treasurer, the immediate Past-President, and an at-large member from the Board selected by the Board at its annual meeting. The Executive Director will also serve as an ex-officio member of the Committee. The term of the Executive Committee shall begin on the final day of the annual meeting of the Members. The Executive Committee shall meet at the call of the President. The Executive Committee shall have the authority and responsibility to conduct the affairs of the Corporation on behalf of the Board of Directors between the meetings of the Board, but shall exercise no authority specifically reserved to the Board. The Executive Committee shall be responsible for hiring any employees of the Corporation and for entering into contracts for the Corporation, and shall have the authority and responsibility of setting the terms and conditions of employment and contractual obligations. The Executive Committee shall review the Executive Director's financial and other records as warranted, but in any event and at least triennially.

Clause (b) The Public Historian Editorial Board. The Public Historian Editorial Board shall advise the editor on the matters of editorial policy and content of The Public Historian: A Journal of Public History. Members of the Editorial Board shall: serve as referees on manuscripts in their areas of expertise; recommend reviewers for books, exhibits, and films; encourage potential authors to contact the journal staff; and keep the editors informed about interesting developments within the public history profession. The President shall appoint members of the editorial board to three-year terms.

Clause (c). Board Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees of the Board, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the

authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present, or by the President. The designation of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 7.03. Operations. The Operations division shall consist of the following committees – Finance, Long-Range Planning, and Membership.

Clause (a). Finance Committee. The Finance Committee shall consist of the Secretary-Treasurer as Chair, the Vice-President, and three additional Members appointed for three-year staggered terms by the Vice President with the advice of the Board of Directors. The Committee shall assist the Secretary-Treasurer and Executive Director in preparing an annual budget and make recommendations regarding the financial activities of the Corporation.

Clause (b). Long Range Planning Committee. The Long Range Planning Committee shall consist of the Past-President as Chair, a Board liaison, and three additional Members appointed for three-year staggered terms by the Vice President with the advice of the Board of Directors. The Committee shall work to implement the Corporation's long range plan and seek to maintain and enhance an efficient, effective organizational apparatus for the Corporation. The Committee shall perform such other duties as may be assigned.

Clause (c). Membership Committee. The Membership Committee shall consist of a Board liaison and three additional Members appointed for three-year staggered terms by the Vice President with the advice of the Board of Directors. The Committee shall coordinate all membership matters. It shall perform such other duties as may be assigned.

Section 7.04. Programs. The Programs division shall consist of the following committees – Awards Coordinating; Annual Meeting Coordinating; Education and Professional Practice Coordinating; and Outreach Coordinating.

Clause (a) Awards Coordinating Committee. The Awards Coordinating Committee shall consist of a Board liaison and the chairs of the individual award selection committees appointed for three-year staggered terms by the Vice President with the advice of the Board of Directors. The Committee shall oversee the Corporation's awards program, including the development of new awards that recognize excellence in public history practice and/or scholarship. The Committee shall perform such other duties as may be assigned.

Clause (b). Annual Meeting Coordinating Committee. The Annual Meeting Coordinating Committee shall consist of the chairs of the Annual Meeting Program, Local Arrangements, and Endowment Fundraiser committees, for the current and out years. It shall coordinate the work of those three committees.

Clause (b.1). Annual Meeting Program. The Annual Meeting Program Committee shall consist of at least five members appointed by the President and the Vice-President in consultation with the Board of Directors. The committee shall identify an annual meeting theme in consultation with the President; work with the Executive Director to issue a call for papers/proposals; arrange the sessions for the annual meeting; and coordinate logistics and special events with the Local Arrangements Committee.

Clause (b.2). Local Arrangements. The Local Arrangements Committee shall consist of representatives from the host site appointed by the President and the Vice-President in consultation with the Board of Directors. The committee shall coordinate meeting planning, seek local funding and support, arrange special events (i.e., tours, special offsite programming, etc.) for the annual meeting, and work with the Executive Director to promote the meeting.

Clause (b.3). Endowment Fundraiser. The Endowment Fundraiser Committee shall consist of at least three members appointed by the Vice President in consultation with the Board of Directors. The committee shall identify special events and venues to host an annual endowment fundraiser and work with the Executive Director to plan and promote the event.

Clause (c). Education and Professional Practice Coordinating Committee. The Education and Professional Practice Coordinating Committee shall consist of a Board liaison; the chairs of the Consultants, Curriculum and Training, and Professional Standards and Ethics Committees; and three members appointed by the Vice President in consultation with the Board of Directors. It shall review professional development programs of the Corporation, advise the Board and staff of the Corporation on the goals and functions of K-16 education and professional development programs, and oversee the work of the three committees.

Clause (c.1). Consultants Committee. The Consultants Committee shall consist of a Board liaison and three Members appointed for three-year staggered terms by the Vice President with the advice of the Board of Directors. The Committee shall promote the interests of NCPH Members who provide historical services as consultants or contractors. The Committee shall perform such other duties as may be assigned.

Clause (c.2). Curriculum and Training Committee. The Curriculum and Training Committee shall consist of a Board liaison and three Members appointed for three-year staggered terms by the Vice President with the advice of the Board of Directors. The Committee shall develop ways of involving students in the functions of the Corporation, monitor education standards and guidelines for the profession, and assist in promoting the public history field. The Committee shall perform such other duties as may be assigned.

Clause (c.3). Professional Standards and Ethics. The Professional Standards and Ethics Committee shall consist of a Board liaison and three Members appointed for three-year staggered terms by the Vice President with the advice of the Board of Directors. The Committee shall review and recommend standards of practice and ethical considerations associated with the study and practice of public history.

Clause (d). Outreach Coordinating Committee. The Outreach Coordinating Committee shall consist of a Board liaison and six Members appointed for three-year staggered terms by the Vice President with the advice of the Board of Directors. It will recommend professional relations and collaborations with other organizations and explore ways of advancing the Corporation and its mission through programs, publications, and other means.

Clause (e). Reports. All Committees shall report to the membership at the annual business meeting of the Corporation, and shall report in writing at the semi-annual meetings of the Board of Directors.

Section 7.05. Ad Hoc Committees. The President may establish Ad Hoc Committees as needed to conduct the affairs of the Corporation.

## **ARTICLE 8 LOANS TO OFFICERS AND DIRECTORS**

The Corporation shall not lend money to or guarantee the obligation of any officer or Director of the Corporation.

## **ARTICLE 9 FINANCIAL AFFAIRS**

Section 9.01. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 9.02. Checks, etc. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness in an amount greater than Five Thousand Dollars (\$5,000.00) shall, unless otherwise directed by the Board of Directors or required by law, be authorized by the

approved for each fiscal year. Payments may be made monthly or as the need arises.

Section 9.03. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

Section 9.04. Gifts. The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest or devise of real or personal property for the general purposes of the Corporation or for any special purpose of the Corporation.

## **ARTICLE 10 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of each year.

## **ARTICLE 11 CORPORATE INDEMNIFICATION**

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

## **ARTICLE 12 PROHIBITED ACTIVITIES**

Notwithstanding any other provision of this Code of By-Laws, no Member, Director, officer, employee or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

## **ARTICLE 13 AMENDMENTS**

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board of Directors, which power shall be exercised by affirmative vote of a two-thirds (2/3) majority of the Directors present at any meeting of the Board of Directors; provided, however, that the proposed amendment shall be included in a notice of such meeting delivered at least thirty (30) days in advance of such meeting. If notice of a proposed amendment to the Code of By-Laws is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to the Code of By-Laws dealing with the subject matter with which the proposed amendment is concerned.

***Adopted 1 May 1997 – re-incorporation in Indiana and revision of bylaws***

***Revised 28 October 2000 – re: nomination and election of VP***

***Revised June 2003 – re: removal and replacement policy for Nominating Committee***

***Adopted 1 April 2004 – re: total revision of bylaws to include redesigned committee structure.***

***Adopted 21 March 2005 – re: change in terms and responsibilities of president and vice-president (Sec. 5.02, 5.04, 5.05).***