

BYLAWS

Society for the History of Recent Social Science

Adopted by vote of the Board of Directors, 9 March 2023

ARTICLE I. NAME

I.1. The Corporation shall be known as the Society for the History of Recent Social Science (the “Corporation”).

ARTICLE II. PURPOSES AND RESTRICTIONS

II.1. The mission of the Corporation shall be to promote scholarship on the history of recent social science worldwide. This purpose is achieved by hosting periodic conferences, through the publication of *History of Social Science*, and by other means not here specified.

II.2. Subject to the Articles of Incorporation and Bylaws, the Corporation shall have the power to publish scholarship; to promote research activities; to convene meetings and other events; to affiliate with other organizations; to establish branches, sections, or divisions; to receive, administer, and disburse dues and assessments; and to engage in such other activities as are in keeping with the purpose of the Corporation.

II.3. No part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to, any Director, Member, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

II.4. The Corporation is organized exclusively for educational, scientific, religious and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law). The Corporation shall receive and disburse funds, property and gifts of any kind for any qualifying charitable purpose. The Corporation may use its funding in the operation of any of its facilities and programs and activities and conduct any program, activity and or event, including the publishing of information and educational materials as deem appropriate under the provision of the IRS Code of 1986 or any future provisions of that Code.

ARTICLE III - OFFICES

III.1. The principal office of the Corporation in the Commonwealth of Pennsylvania shall be located in Bethlehem, Pennsylvania. The Corporation may have such other offices within or without said location as may be required.

III.2. The registered office of the Corporation required under the laws of the Commonwealth of Pennsylvania to be maintained in the Commonwealth of Pennsylvania may be, but need not be, identical with the principal office in the Commonwealth of Pennsylvania, and the address of the registered office may be changed from time to time in conformity with the laws of the Commonwealth of Pennsylvania. The Corporation shall maintain a registered agent whose address shall be the same as that of the registered office of the Corporation.

ARTICLE IV. MEMBERS AND DUES

IV.1. The members of the Corporation shall be:

(a) Individual Members - any person interested in the history of the recent social science, who meets required criteria for membership as established by the Board of Directors and pays the applicable dues;

(b) Honorary Members - any person elected by unanimous vote of the voting Directors present at a Board meeting at which a quorum is established. Honorary Members shall be exempt from the payment of dues.

IV.2. Any Member whose dues are six months in arrears shall be dropped from the rolls. Members who are so dropped may be reinstated at any time by the payment in advance of one year's dues.

IV.3. Members in good standing shall have the right to vote and hold office in the Corporation.

IV.4. Membership dues shall be determined by the Board of Directors.

IV.5. Members shall have no executive power. They shall be responsible for electing individuals to the Board of Directors, subsequent to the initial Board's inaugural five-year term. See ARTICLE V.

ARTICLE V. BOARD OF DIRECTORS

V.1. The Corporation shall be governed by an executive Board of Directors composed of a minimum of three and maximum of five individuals. Upon adoption of the bylaws, the initial Board of Directors will consist of the three co-founders and two invited members, for inaugural five-year terms, renewable.

V.2. Subsequently, the Board of Directors will consist of (1) the Editor(s) of *History of Social Science* (see ARTICLE VI) and (2) other Directors. Members of the Corporation will elect Directors for five-year terms, renewable. The election will occur in two stages. First, Members of the Corporation will elect the Editor(s) of *History of Social Science*, who will upon election join the Board of Directors. Prior to the first-stage election, the existing Board will solicit nominations for the journal Editor(s) from the Membership, to be added to the first-stage election slate. Second, Members of the Corporation will elect additional Directors, to ensure that the Board will be composed of a minimum of three and maximum of five individuals. Prior to the second-stage election, the existing Board will solicit nominations for the additional Directors from the Membership, to be added to the second-stage election slate.

V.3. Each Director will have equal voting rights and powers and will share responsibility in running the society.

V.4.1. Chair(s) shall be elected among the existing Directors every two years. Chair(s) shall be responsible for organizing meetings and coordinating communication of the Board of Directors.

V.4.2. A currently serving chair may step down and be replaced or a chair may be replaced by a vote among the existing directors. The replacement chair will serve out the remainder of the two year term to which the previous chair was elected.

V. 5. Every year, the Board will appoint a subcommittee among its members to organize the annual conference in coordination with local host(s).

V.6. A Finance Officer shall be designated among the existing Directors. The Finance Officer responsible for the administration of the finances of the Corporation and History of Social Science, subject to budgetary regulations approved by the Board. See ARTICLE VIII.

V.7. The Board shall have authority to execute on behalf of the Corporation all powers and functions of the Corporation, as defined in these Bylaws and the Articles of Incorporation, as per Pennsylvania law.

V.8. The Board shall meet annually, in person or remotely, by electronic means. The Board may hold special meetings at the call of a Chair. Special meetings of the Board shall also be called by a Chair at any time upon written demand of at least one Director. Special meetings may also be called by two Directors.

V.9. Directors may resign at any time. During their inaugural five-year terms, remaining Directors will appoint new Directors. Subsequently, resignation and end-of-term Director vacancies will be managed through election. The Board of Directors will coordinate this process with the Members of the Corporation. Provided the Board is comprised of fewer than five members, inaugural Directors may appoint new Directors at any time, up to the maximum Board size of five Directors. Subsequently, Directors may organize elections for new Directors at any time, up to the maximum Board size of five Directors.

V.10. The Board of Directors has shared responsibility for overseeing the correct financial operation of the publications, fundraising, and maintaining academic standards of ethics and excellence in publishing and association. The Board of Directors shall together determine the different scopes of responsibility for each Director.

ARTICLE VI. HISTORY OF SOCIAL SCIENCE

VI.1. The journal of the Corporation shall be *History of Social Science*, which the Corporation owns. During the inaugural five years, the three co-founders will serve as Editors. Subsequently, the journal's Editor(s), generally two or three, will be elected by the Members of the Corporation for fixed, renewable terms of five years. The Editor(s) serve on the Board of Directors of the Corporation (see ARTICLE V).

VI.2. The Editor(s) shall be responsible for the overall journal and its promotion, under the direction of the Board of the Directors, and subject to the provisions of these Bylaws.

VI.3. The Editor(s) may appoint additional editorial staff, including but not limited to Managing Editor(s) and Book Review Editor(s), who may or may not be Directors.

ARTICLE VII. EDITORIAL BOARD

VII.1. There shall be an Editorial Board who is advisory to the Editor(s) of *History of Social Science*. The Editorial Board shall consist of scholars who agree to provide suitable names for reviewers, to consult with the Editor(s) as needed, to liaise with local libraries for purchase of the journal's subscription, and to serve in other professionally appropriate ways. They will serve on a voluntary basis. Members of the Editorial Board shall serve for a minimum of three years. In the event of resignation or demise before the end of the term, the Board may appoint a replacement.

ARTICLE VIII. FINANCES

VIII.1. The Finance Officer, designated by the Board among the existing Directors, shall be the Corporation's fiscal agent in dealing with all persons and organizations, including issuing invoices and making and claiming payments. The Finance Officer shall be responsible for complying with the Corporation's contracts, and the maintenance of proper and adequate records which at all times shall be open to inspection of the full Board.

VIII.2. At the annual meeting, the Finance Officer shall submit a working budget for the ensuing year, and shall submit any annual reports and fees as required by the Commonwealth of Pennsylvania.

ARTICLE IX. CONFLICT OF INTEREST

IX.1. No contract or transaction between the Corporation and one or more of its Directors, or between the Corporation and any other corporation, partnerships, association, or organization in which one or more of its Directors are Directors, or have a financial interest, shall be void or voidable solely for that reason, or solely because the Director is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purposes, if the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith, taking into account the fairness of contract or transaction, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors present.

ARTICLE X. INDEMNIFICATION

X.1. The Corporation shall indemnify any Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because he or she is or was a Director of the Corporation against reasonable expenses actually incurred by the Director in connection with the proceeding.

ARTICLE XI. FISCAL YEAR

XI.1. The fiscal year of the organization shall commence on January 1 and terminate on December 31.

ARTICLE XII. DISSOLUTION

XII.1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

ARTICLE XIII. AMEDMENTS TO ARTICLES AND BYLAWS

XIII.1. During the inaugural five years, any amendments to the Articles of Incorporation or the Bylaws of the Corporation must be approved by the vote of a majority (50%) of the entire Board of Directors. Subsequently, such amendments will be submitted to the vote of the Corporation's Members, as organized by the Board of Directors.