

CHARTER*

WESTERN SOCIETY FOR FRENCH HISTORY

ARTICLE I. ORGANIZATION AND PURPOSE

SECTION A

The Western Society for French History (herein abbreviated WSFH) is a permanent organization of historians of France and French-speaking areas and is devoted exclusively to “educational” and “charitable” activities, as those terms are used in section 501 (c) (3) of the Internal Revenue Code of 1954.

SECTION B

The WSFH shall hold an Annual Meeting at which it will promote scholarly activities and discussions on the subject of France and French-speaking areas, and at which the affairs of the Society will be discussed. This meeting will be held in a place on or west of the Mississippi River when held in the United States, or in a site in Manitoba or west of that province, when held in Canada. No more than twice every five years, and with the approval of two-thirds of the Councilors present at the Annual Meeting, the Society may accept a meeting place east of the Mississippi in either the United States or Canada. There are no restrictions on sites that may be chosen for meetings outside the United States or Canada.

SECTION C

There shall be no discrimination in the acceptance of members or the selection of the Governing Council of the WSFH based on age, sex, religion, race, ethnicity, sexual orientation, disability, or profession.

SECTION D

No part of the net earnings of the Society shall accrue to the benefit of, or be distributed to its members, Officers, or other private persons, except that the Society may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including by the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other

* As amended in 2002, 2003, 2005, 2014, and 2016.

provision of these articles, this Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Society.

ARTICLE II. OFFICERS AND GOVERNING COUNCIL

SECTION A

The governing body of the WSFH is a Governing Council that shall include Councilors-at-Large and the following Officers:

- President
- Vice-President
- Editor(s)
- Treasurer
- Secretary
- Webmaster
- Hotel Coordinator
- Local Arrangements Chair
- Immediate Past President

SECTION B

At least one member of the Governing Council shall represent each of the following fields: the Middle Ages and Fifteenth Century, the Sixteenth and Seventeenth Centuries, the Eighteenth Century, the Nineteenth Century, the Twentieth Century, and France outside the Hexagon. Once these minimum requirements are met, however, remaining members of the Governing Council may represent various fields in any proportion. The designated fields may be represented by either Officers or Councilors-at-Large.

SECTION C

The Governing Council, including Officers, will comprise no fewer than 21 persons and no more than 31.

SECTION D

At least three months before the Annual Meeting, there will be a call to the membership for nominations and self-nominations for Councilors-at-Large and Vice-President. The Vice-President will prepare a printed ballot comprised of all those nominees who are members in good standing and willing to serve, and present it to the Governing Council at its Annual Meeting. With due regard for the distribution of fields specified in II.B., a slate of nominees drawn from this ballot shall be determined by a secret ballot of the Governing Council. The slate approved by the Governing Council shall be presented at the Business Meeting.

SECTION E

Councilors-at-Large will be chosen for staggered three-year terms, one-third to be elected each year. If elected an Officer, an incumbent Councilor-at-Large may serve beyond the three-year term. No member of the Governing Council, including Officers, may serve as Councilor-at-Large before a lapse of two years after the expiration of his or her term.

If a Councilor-at-Large fails to attend two consecutive meetings, for whatever reason, the seat shall be declared vacant and filled from the list of nominees presented at the second missed Governing Council meeting.

SECTION F

The Vice-President will serve a one-year term. The Vice-President shall be responsible for managing Governing Council elections and shall chair the Awards Committee. The Vice-President is also the President-Elect, succeeding to the Presidency upon the expiration of the term of the President. The Vice-President will also assume the duties of the Presidency upon the resignation or incapacity of its incumbent.

SECTION G

The President will serve a one-year term and continue as a member of the Governing Council for another year as Immediate Past President. The President shall administer the affairs of the WSFH and chair the Governing Council and Business Meeting. The President will also select and chair the Program Committee for the Annual Meeting.

SECTION H

The Governing Council will select all other Officers of the WSFH and delegate authorities to them as specified below. Upon the resignation or incapacity of an appointed Officer, the Governing Council shall select a replacement, whose term will begin with appointment. Pending the selection of a replacement Officer, the President or his or her designee shall assume the Officer's functions.

SECTION I

The Treasurer will serve a three-year term that may be renewed once. The Treasurer shall be responsible for maintaining the accounts of the WSFH in good order and receiving and disbursing of funds for the WSFH. The Treasurer shall provide the Secretary with quarterly updates of membership dues received. Disbursements of WSFH funds of more than \$5,000 must be co-signed by the President. The Treasurer shall also inform the President if disbursements will surpass \$5,000 in a thirty-day period.

A Finance Committee shall: a) review the Society's finances, formulate/update guidelines for the annual Treasurer's report, and identify issues for the Council to discuss; b) make recommendations to the Council about financial policy such as the risk involved in investments and socially responsible options.; and c) promote life memberships and contributions to endowed funds, explore fund-raising and grant possibilities, and consider other means of enhancing the Society's financial health. The three members of the finance subcommittee shall be elected by the Council to five-year staggered terms. At least two members of the finance subcommittee must have been or currently be members of the Council. Members of the Finance Committee must be members of the WSFH. The Treasurer and President are ex-officio members of the finance subcommittee but shall not act as chair.

SECTION J

The Secretary will serve a three-year term that may be renewed once. The Secretary shall be responsible for preparing meeting agendas, taking and circulating the minutes of the Governing Council and Business Meetings, maintaining the records and membership list of the WSFH, and handling its electronic correspondence.

SECTION K

The Editor(s) of the Proceedings of the Annual Meeting of the Western Society for French History will serve a four-year term that may be renewed once. The Editor(s) shall be responsible for selecting, assembling, and editing for publication, papers presented at the Annual Meeting. The Editor(s) are encouraged to attend the Annual Council Meeting, but shall have only one vote.

SECTION L

The Webmaster shall be responsible for maintaining the official website of the WSFH by updating information provided to him or her in a timely manner and implementing any enhancements approved by the Governing Council or Officers.

SECTION M

The Hotel Coordinator shall be responsible for negotiating all hotel contracts for the Annual Meeting on behalf of the WSFH and in conjunction with the Local Arrangements Chair.

SECTION N

A Local Arrangements Chair from the host institution or city will be chosen for each Annual Meeting.

ARTICLE III. MEETINGS

SECTION A

There shall be at least one Governing Council Meeting and one Business Meeting each year, both to be held during the Annual Meeting.

SECTION B

The Treasurer shall prepare a financial statement for each Annual Meeting and present it to the Governing Council and to the membership at the Business Meeting.

SECTION C

The Editor(s) shall present to the Governing Council at its Annual Meeting a production and financial report on the volume of the Proceedings for the previous year.

SECTION D

So long as the number of Councilors-at-Large at least equals the number of Officers present, any thirteen members shall constitute a quorum for the Annual Meeting of the Governing Council. A quorum for the Business Meeting shall require one-quarter of the number of members registered for the Annual Meeting. A meeting lacking a quorum shall proceed to do business and the Governing Council and Officers thereafter shall act on decisions made at the meeting lacking a quorum, but official approval of business so conducted shall be recognized only after the minutes of such a meeting have been accepted by the first subsequent Business Meeting at which a quorum has been reached.

ARTICLE IV. MEMBERSHIP

SECTION A

Voting members are those individuals who are present at the Business Meeting and are life members of the WSFH or have paid the annual membership fee.

SECTION B

Sustaining members are individuals who contribute at least \$10.00 (U.S.) per annum beyond the normal membership fee to the WSFH.

SECTION C

Upon the recommendation of the Governing Council, special service to the WSFH may be recognized by the award of a Certificate of Merit or by the designation of Lifetime Honorary Member of the Governing Council.

ARTICLE V. AMENDING THE CHARTER

SECTION A

This Charter becomes effective on the date of its approval by a majority of the Governing Council in attendance at its meeting.

SECTION B

Amendments to the Charter may originate from the Governing Council or the membership at large. Any proposed amendment must be sent out to the Governing Council at least six weeks before the Annual Meeting. If a proposed amendment originates from the Governing Council, it may be approved by a two-thirds vote of those Councilors in attendance at the Annual Meeting of the Governing Council. Members of the WSFH seeking to amend the Charter may do so by submitting a petition to the Council signed by ten members of the WSFH. If the proposed amendment is not approved by a two-thirds vote of those Councilors in attendance at the Annual Meeting of the Governing Council, but does gain the approval of a majority of those Councilors in attendance, the membership shall be notified at the Business Meeting, and the Voting Members of the WSFH shall vote on it the following year at the Business Meeting. In all cases of petition, the Secretary shall verify the membership status of the signers before presenting it to the Governing Council.

ARTICLE VI. DISBANDMENT OF THE WSFH

SECTION A

Upon the dissolution of the Society, the Officers of the Society shall, after paying or making provisions for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner—or to such organization or organizations established and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)—as the Officers shall determine.