CONSTITUTION AND BY-LAWS

SOUTHEAST CHAPTER
SOCIETY OF ARCHITECTURAL HISTORIANS
[SESAH]

The members of the Southeast Chapter of the Society of Architectural Historians, having been granted authority through their founding trustees by the Society of Architectural Historians to establish a chapter of the Society, do, pursuant to that authority, hereby adopt the following constitution and by-laws and thereby constitute themselves a chapter of the Society and subsequently a voluntary association, subsequently (May 24, 1991) incorporated in the State of Arkansas and subsequently (August 7, 1992) granted Federal income tax exemption under section 501 (a) of the Internal Revenue Code as a 501 (c) (3) organization), agree to the following:

CONSTITUTION

Article 1: Name, Territory, and Purpose

1.1 Name: The name of the chapter shall be the Southeast Chapter, Society of Architectural Historians.

1.2 Territory: The territory in which the operations of the Chapter will be principally conducted and which is primarily the focus of its regional research is: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, and Virginia.

1.3 Purpose: The Southeast Chapter, Society of Architectural Historians is a regional society dedicated to the promotion of scholarship on architecture and related subjects and to an interchange of ideas among architectural historians, architects, preservationists, and others involved in professions relating to the built environment. To further this purpose, an annual meeting is held, a professional scholarly journal, ARRIS, and a newsletter are published, and local meetings as well as publications are encouraged and if possible supported. Consistent with this Purpose, cooperation shall be encouraged between the Southeast Chapter, Society of Architectural Historians and other organizations in the region with mutually reinforcing goals.
Article 2: Membership

2.1 Active members: Any individual who supports the purpose of the Chapter, upon payment of dues, may become an active member.

2.2 Institutional members: Any educational institution; professional architectural, art, history, or preservation society; public or private museum; or architectural or building firm or related company, may become, upon payment of institutional dues, an institutional member.

2.3 Contributing members: Any individual or any commercial or industrial firm or any institution may become, upon payment of contributing dues, a contributing member.

2.4 Student members: Any student enrolled in a college, university, or art school may become, upon payment of student dues, a student member.

2.5 Life members: Any individual who supports the purpose of the Chapter, upon payment of life membership dues, may become a Life Member.

2.6 Rights and Privileges of member categories: With respect to the rights and benefits of active membership, as outlined in this Constitution and By-Laws and except where otherwise herein specified, Contributing members, Student members, and Life members are considered Active members of SESAH. An Institutional member may designate an individual to represent the institutional membership and participate in the annual business meeting, by written notice to the Secretary prior to the annual meeting; this institutional member designee shall receive the rights and benefits of membership as outlined in this Constitution and By-Laws including the right to vote at the annual business meeting on any matter brought before the membership, including election of officers and directors.

Article 3: Officers and Board Directors

3.1 The officers of the Chapter shall be a President, a Vice-President (who shall succeed the President), a Secretary, a Treasurer, a Journal Editor, a Newsletter Editor, a Program Director of the Annual Meeting, and Past President. Each of these officers shall be an ex officio member of the Board of Directors during the term of his or her respective office. The officers shall hold office until their successors shall be elected.

3.2 The President shall be elected for a two-year term at the Annual Meeting, and it is expected that the President will have served as Vice President during the two years preceding such election. The President shall remain on the Board of Directors as Past President during the year following his or her term as President.

3.3 The Vice President shall be elected for a two-year term at the Annual Meeting, and it is expected he or she shall thereafter serve as President the following two years.
3.4 **The Secretary** shall be elected to a three-year term by the membership at the Annual Meeting. A Secretary may have successive terms.

3.5 **The Treasurer** shall be elected to a three-year term by the membership at the Annual Meeting. A Treasurer may have successive terms.

3.6 **The Web Master/Web Weaver** shall be elected to a three-year term by the membership at the Annual Meeting. The Web-Master/Web-Weaver may have successive terms.

3.7 **The Preservation Officer** shall be elected to a three-year term by the membership at the Annual Meeting. The Web-Master/Web-Weaver may have successive terms.

3.8 **The Program Director** shall be appointed for a one year term by the President with the consent of the Board of Directors. Such appointment shall normally be made at the Annual Meeting one year in advance of the term of the Program Director, and the appointed Program Director shall normally be a resident of the host city or on the faculty of the host institution hosting the Annual Meeting which the Program Director will coordinate.

3.9 **The Journal Editor** shall be appointed by the Board of Directors, following a two-thirds vote of the Board present at its annual meeting. Appointment shall be to a term of office of a length necessary to produce three issues of the journal (a minimum of three years and a maximum of six years). The Journal Editor may have successive terms.

3.10 **The Newsletter Editor** shall be elected to a three-year term by the membership at the Annual Meeting. A Newsletter Editor may have successive terms.

3.11. **The Past President.** Upon completion of a two-year term as President, a SESAH President will be designated Past President and shall serve on the Board of Directors during the year following his or her term as President.

3.12. **Board of Directors.** The Board of Directors shall include one Director from each of the States of SESAH’s territory: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, and Virginia. Board of Directors' terms shall be staggered so that approximately one third of the Board shall be elected each year. The Chapter shall elect at the Annual Meeting, or by mail ballot as soon as possible thereafter, for a term of three years, Directors and officers to fill terms ending at the Annual meeting. One or more “at large” Directors may be elected for a term or terms not to exceed three years as a voting consulting professionals. One “at large” Director will reside out of the SESAH territory and represent the interests of “out of territory” members of the Society.

The President, Vice President, Secretary, Treasurer, Journal Editor, Newsletter Editor, Program Director, and immediate Past President, are ex officio members of the Board of Directors. Directors shall be elected to three year terms, except as provided in this article, at the Annual Meeting by a majority of the active and contributing members present and voting or by the entire membership if ballot by mail is to be prepared following a failure to conduct such election at the
Annual Meeting from a slate of nominees prepared by the Board of Directors or by a Nominating Committee appointed by the Board and from additional nominations as may be made by a petition of any five active or contributing members of the Chapter submitted to the President and Secretary thirty days prior to the Annual Meeting. Each Director shall hold office until his or her successor has been elected. A Director may serve successive terms. "At large" Board members shall hold office for a term defined at the time of his or her election, not to exceed three years.

Regular meetings of the Board of Directors shall be held at such times and places as may be fixed by standing resolution of the Board. Special Board meetings may be held at any time upon the call of the President or three members of the Board. The Secretary shall give at least ten days notice of any special Board meeting and state the purpose thereof. Minutes shall be kept at all regular and special meetings. A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board.

3.13 Resignation or inability to serve. In the event that the President should resign or be unable to serve his or her elected term, the Vice President shall assume the duties of the President until the next Annual Meeting. In the event any other officer shall resign or be unable to serve his or her elected term, the President shall appoint a member of the Chapter to serve until the next election, such election to be held at the next Annual Business Meeting, and shall immediately notify the Board of Directors of such appointment. In the event that a Director shall resign or be unable to serve his or her elected term, the President shall appoint a chapter member from the state represented by the retiring Board member to complete the unexpired term and shall immediately notify the Board of Directors of such appointment.

3.14 Members in Good Standing. All officers and members of the Board of Directors of this Chapter shall be members in good standing of the Chapter.

3.15 Co-Editors and Co-Program Directors. In the event the position of Editor of the Journal is held by Co-Editors, for purposes of Board representation and voting at the Board of Directors meeting, one Editor shall be selected by the Editors to represent the Co-Editors.

In the event the position of Program Director of the annual meeting is held by Co-Program Directors, for purposes of Board representation and voting at the Board of Directors meeting, one Program Director shall be selected by the Co-Program Directors to represent the Co-Program Directors.

Article 4: Chapter Meetings

4.1 The Chapter shall meet annually at the invitation of an institution of higher learning or other such host society or organization within the territory as defined in Article 1 section 1.2 and as determined at the Annual Meeting. The business of the Chapter shall be conducted at the Annual Business Meeting scheduled during the Annual Meeting. No matter not on the agenda set by the Board of Directors may be considered by the Business Meeting unless three-fourths of the members present and voting shall approve the matter’s being added to the agenda.
4.2 Special meetings may be held upon fifteen days’ written notice at the Call of the Board of Directors, the President, or ten active or contributing members of the Chapter. The place, time, and purpose of any special meeting shall be stated in the call of the meeting, and business conducted and votes taken at such a Special Meeting shall be limited to the purpose announced. One third of the active, contributing, and life members of the Chapter shall constitute a quorum at any Special meeting of the members, and one third of the Board of Directors must be present at any such Special Meeting.

Article 5: Publications

5.1 The Chapter shall issue or sponsor such publications proposed by the Board of Directors and approved at the Annual Meeting.

Article 6: Amendments

6.1 Proposals to amend this Constitution may be made by the Board of Directors of the Chapter at any annual business meeting. Amendments may also be proposed by members of the Chapter, upon written petition to the Board of Directors, signed by at least ten active or contributing members of the Chapter. To become effective, a proposed amendment must be approved by a two-thirds vote of the active and contributing members of the Chapter present and voting at the annual meeting.

BY LAWS

Article 1: Fees and Privileges of Classes of Membership

1.1 Members at the Annual Meeting shall establish the amounts of dues for each class of membership pursuant to the recommendation of the Board of Directors.

1.2 A registration fee shall be collected at the Annual Meeting. The amount of this fee shall be predetermined by the Board of Directors, in consultation with the Director of the Annual Meeting-Elect.

1.3 Only active members, as defined in section 2.6 of the SESAH Constitution, may vote at the annual meeting.

1.4 All classes of membership will receive a copy of the general publications of the Chapter.

1.5 The Chapter's fiscal year shall be the calendar year. Dues received by the Treasurer from new members between January 1 and August 31 apply to the current fiscal year; dues received by the Treasurer from new members between September 1 and December 31 apply to the following fiscal year, with membership activated immediately. Payment renewal dues will normally be made by members at the Annual Meeting for the following fiscal year, but must be
received by the Treasurer no later than February 1st in order to remain a member in good standing.

**Article 2: Duties of Officers and Directors**

2.1 **President:** The President is the chief executive officer of the Chapter. He or she is responsible for promoting the goals of the Chapter, its welfare, and its prosperity. The President appoints all committees created by the Board of Directors at the Annual Meeting unless other provision is made for their appointment. The President convenes and presides over the Board of Directors and the Annual Business Meeting. It is the President's duty, with the assistance of the Board of Directors, to formulate policies and projects for presentation to the membership for approval, and to guide the Chapter's development.

The President may forbid (in writing) the payment of any bill incurred by an officer or Director if this payment is unauthorized by the approved budget. With the approval of three quarters of the Board of Directors expressed in writing, the President may remove any other officer or Director from office provided the reasons for doing so are stated in writing.

2.2 **Vice President:** The Vice President shall assist the President in the administration of the Chapter. The Vice President shall assume the duties of the President in the absence of the President or inability of the President to serve his or her term of office as outlined in Article 3.8 of the Constitution of this Chapter.

2.3 **Program Director:** The Program Director of the Annual Meeting is responsible for planning the Annual Meeting and may appoint session chairs, committees, and other such assistants as needed. The Program Director is responsible for insuring that the Annual Meeting be self-supporting financially and may charge a registration fee at or below the amount approved at the previous Annual Meeting for the Annual Meeting for which he or she serves as Program Director. The Program Director may solicit from individuals, institutions, or companies, or other professional societies on behalf of the Chapter and for the Annual Meeting contributions or grants to cover the payment of honoraria for guest speakers or fees for special events and may arrange for joint sponsorship of such events so long as the total Annual Meeting cost to the Chapter does not exceed income from registration. The Program Director shall provide within sixty (60) days of the conclusion of the Annual Meeting, a Financial Report of the Annual Meeting submitted to the Treasurer.

2.4 **Secretary:** The Secretary shall record the proceedings of the Chapter and maintain the administrative correspondence of the Chapter. The Secretary shall record or have recorded minutes of the Annual Business Meeting and prepare a summary Report on the Annual Meeting for publication in the newsletter; record or have recorded minutes of all meetings of the Board of Directors or other Chapter committee meetings so designated by the President as requiring minutes to be kept. The Secretary shall extend an invitation to membership in the Chapter to any SAH member identified as having moved into the region or having an expressed interest in the Chapter. The Secretary shall keep the national office of the Society of Architectural Historians informed of Chapter activities, including (but not restricted to) any change in Chapter officers.
(for publication in the national SAH Newsletter) changes in Chapter Constitution and/or By Laws; and events or programs planned by the Chapter of potential interest to SAH members. The Secretary shall inform each Director of SESAH of the names and contact information of any national SAH members living in the Director's (respective) state, to enable the Director to encourage their participation in SESAH.

2.5 Treasurer: The Treasurer shall receive and deposit all funds, pay all bills, maintain in coordination with the Secretary a register of all dues-paying members in all categories of membership, and prepare an annual financial report to be presented at the Annual Meeting to the Board of Directors, at their meeting convened on that occasion, and to the membership at the Annual Business Meeting. Normal and routine expenses may be paid directly by the Treasurer as authorized by and not to exceed the budget adopted at the annual meeting. The Treasurer shall prepare for each Annual Business Meeting a proposed Chapter budget for the following year, and shall receive and review the proposed budget and final Annual Meeting Report to the Treasurer prepared by the Director of the Annual Meeting. The Treasurer shall maintain a current list of paid up Chapter members in all categories of membership. The Treasurer shall supply the Editors of the Chapter newsletter and Journal a current membership mailing list upon request.

2.6 Web Master/Web Weaver: The Web Master shall design, edit, publish, and maintain the official www.sesah.org website and other online vehicles such as a Facebook page and/or Twitter account, as approved by the Board of Directors. The Web Master shall be responsible for the domain name maintenance and hosting as well as online posting through any current and future online digital interfaces between the Board of Directors and SESAH members. The Web Master shall operate within the budget approved for such purposes by the Board of Directors, but may receive on behalf of the Chapter contributions from other organizations and institutions in support of the SESAH web presence and other approved online publications, reporting the same to the Treasurer.

2.7 Preservation Officer: The Preservation Officer shall serve as an advocate for preservation issues and as a liaison to the preservation community in education and in the public and private sectors. The Preservation Officer shall work with the Board to broaden participation in SESAH by promoting and administering programs and opportunities of interest to both historians and preservationists.

2.8 Journal Editor: The Journal Editor or Co-Editors shall be responsible for the preparation, publication, and mailing of the scholarly journal of the Chapter. All articles submitted for consideration of the journal shall be provided a blind peer review by no fewer than two professional colleagues (not including the Editor(s) with known expertise in the field of study to which the manuscript would contribute; final decision to publish will remain with the Editor(s). The Editor(s) shall insure that the journal is particularly responsive to scholarship relating to the architecture and urbanism of the American southeast, but not to the exclusion of other aspects of architectural history. The Editor(s) shall operate within the budget approved for such purposes by the Board of Directors, but may receive on behalf of the Chapter contributions from other organizations and institutions in support of the journal, reporting the same to the
2.9 Newsletter Editor: The Newsletter Editor shall assemble, edit, and publish the newsletter and other publications of the Chapter approved by the Board of Directors. The Newsletter Editor shall be responsible for the preparation, publication, and mailing of such publications. The Newsletter Editor shall operate within the budget approved for such purposes by the Board of Directors, but may receive on behalf of the Chapter contributions from other organizations and institutions in support of the newsletter and such other approved publications, reporting the same to the Treasurer.

2.10 Board of Directors: The Directors shall guide the activities and development of the society in fulfillment of its purpose as defined in section 1.3 of the Constitution. The Directors shall be responsible for advising and assisting the President about the work of the Chapter, and the Directors shall represent the Chapter and its membership in their respective states. The Directors shall encourage Chapter activities within their respective states, including encouragement of Chapter membership among interested individuals and institutions within the state, as well as seeking of host institutions to sponsor Annual Meetings, and the promotion of Chapter goals within the state. Directors shall meet annually at the Annual Meeting of the Chapter to draft a budget for the subsequent year, to establish the agenda of the Annual Business Meeting, to consider the needs and goals of the Chapter, to initiate action toward the fulfillment of the purposes of the Chapter, and to carry out such duties as are approved for them by the Constitution and By Laws.

2.11 Membership in good standing of Officers and Members of the Board of Directors: All Officers and Directors of the Chapter shall be members in good standing of the Southeast Chapter, Society of Architectural Historians.

2.12 Nomination of Officers: The nomination committee consists of three members and is chaired by SESAH vice president. The members of this committee should be in good standing of SESAH. They are appointed for the duration of two years. The process of selecting members to be nominated for SESAH Board as officers or state representatives will be as follows:

(a) the nomination committee may ask the current officer or state representative the following questions
   - if they would like to continue and be nominated for a second term
   - if they can recommend another SESAH member from their state
(b) the nomination committee asks the whole membership for recommendations of nominations
(c) the nomination committee should consider all recommendations and ask the nominees if they would like to serve on the board for a term of three years.
(d) the nomination committee should prepare a nomination report for the annual board meeting. The vice president will report it to the board or discussion and approval.
(e) the chair of the committee (the vice president) will announce the ballot of proposed new board members in the annual business/awards meeting.
(f) the President will ask for nominations from the floor and, if none are made, call for a vote by acclamation on the ballot.

Article 3: Conduct of Society Business between Annual Business Meetings

3.1 New Business: Concerted effort shall be made to organize the agenda of the Annual Business Meeting of the society, including operating budget for the coming year, and to conduct the society’s business at the annual business meeting. However, in the event that, between annual meetings, a matter of interest to SESAH arises requiring immediate deliberation and action unable to await consideration and action by the Board and by the membership at the next Annual Business Meeting, such deliberation and Board discussion may be conducted by phone, e-mail, or other correspondence, and binding decisions on such matters may be made by the Board of Directors following a two-thirds majority favorable vote of that Board. The Board shall report any such decisions and action to the membership at the next annual business meeting. No such action may obligate the society, without prior membership approval at an annual meeting, for a [total] expenditure in excess of 4% of the society’s monetary assets for any single such action nor 8% for any several actions in a given period between annual meetings. Any such obligation shall be considered a line item action for the current year only and shall not obligate the society, without membership approval at a subsequent Annual Business Meeting, for continuing such expenditure beyond the year such Board action occurred.

3.2 Business related to approved operating budget: All budgeted business of the society shall be conducted within budgeted limits. However, if unexpected charges are billed to the society for budgeted items in excess of the amounts itemized in the approved budget and beyond the control of the board member responsible for management of such budgeted items, the Treasurer, in consultation with the President and any Past-President of the Society, may approve and make immediate payment of such invoices within an aggregate limit of 20% of the amount budgeted for that item. Such payments should be considered exceptional.

3.3 Board solicitation of grants and contributions: A Board member or members, on behalf of the society, may solicit, and the society may receive, contributions from individuals, corporations, institutions, and/or grant foundations for restricted or un-restricted use by the society so long as the society is not obligated (beyond the capacity of the soliciting board member[s] to effect on behalf of the society any required action) to report to the grantor concerning the society’s use of the funds, to perform and create a product, to obtain matching funds, or to affect any other action, requirement, or condition for receipt of the grant or contribution.

Article 4: Participation in the Annual Meeting

4.1 Attendance at the Annual Meeting: Every person who attends the Annual Meeting shall pay the registration fee for the meeting, except as provided for upon written request from the Program Director of the Annual Meeting and approved by the President. Exemptions from payment of all or part of the registration fees may be extended to as many as but not more than five persons.
4.2 **Presenters and Session Chairs at the Annual Meeting:** Individuals chairing sessions or presenting papers at the Annual Meeting shall be members in good standing of the Chapter. Exemptions from the requirement of a chair person or a paper presenter to be an active member of the Chapter may be extended (upon written request from the Director of the Annual Meeting to the President) to one person per session. This exemption is normally intended to apply to a presenter from outside the SESAH region whose participation in a SESAH session is solicited by a chair person.

**Article 5: Amendments**

5.1 Procedures for proposing amendments to and approval of amendments to the By Laws shall be the same as those for taking like action in amending the Constitution of the Chapter.