

[amended 2012, 2020]

CONSTITUTION AND BYLAWS

of the

SOUTHEAST CHAPTER OF THE SOCIETY OF ARCHITECTURAL HISTORIANS, INC.

The members of the Southeast Chapter of the Society of Architectural Historians, Inc. (SESAH), having been granted authority through their founding trustees by the Society of Architectural Historians (SAH) to establish a chapter of the SAH, do, pursuant to that authority, hereby adopt the following constitution and bylaws and thereby constitute themselves a chapter of the SAH and subsequently a voluntary association, incorporated on May 24, 1991, in the State of Arkansas; granted Federal income tax exemption on August 7, 1992, under section 501(a) of the Internal Revenue Code as a 501(c)3 nonprofit organization; and originally registered to solicit funds for charitable purposes by the State of Tennessee on August 3, 2018 (renewed annually); agree to the following:

CONSTITUTION

Article 1: Name, Territory, and Purpose

1.1 Name: The name of the Chapter of the Society of Architectural Historians (SAH) shall be the Southeast Chapter of the Society of Architectural Historians, Inc., which legally does business as “SESAH.”

1.2 Territory: The 12-state territory in which the operations of SESAH 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: SESAH is a regional chapter of the SAH 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 disciplines relating to the built environment. To further this purpose, SESAH hosts an annual conference; publishes an annual scholarly journal, named *Arris*; publishes communications via a website, electronic newsletter, and social media; supports regional scholarly publications when possible; and

supports professional scholarship of members through fellowships and student travel grants. Consistent with this Purpose, cooperation shall be encouraged between SESA and other organizations in the region with mutually reinforcing goals.

Article 2: Membership

2.1 Individual members: Any individual who supports the purpose of SESA, upon payment of dues, may become an Individual member.

2.2 Institutional members: Any educational institution; professional or commercial business; museum; nonprofit organization; or related institution, may become, upon payment of institutional dues, an Institutional member.

2.3 Contributing members: Any individual may become, upon payment of contributing dues, a Contributing member.

2.4 Student members: Any student enrolled in a college, university, or any other type of institution of higher education may become, upon payment of student dues, a Student member.

2.5 Life members: Any individual, upon payment of life membership dues, may become a Life member.

2.6 Rights and Privileges of membership categories: With respect to the rights and benefits of active membership, as outlined in this Constitution and Bylaws and except where otherwise herein specified, Individual members, Contributing members, Student members, and Life members are considered active members of SESA, and receive membership benefits therein. 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 business meeting; this institutional member designee shall receive the rights and benefits of membership as outlined in this Constitution and Bylaws including the right to vote at the Business Meeting on any matter brought before the membership, including election of officers and directors. With the exception of Life members, any membership may be terminated upon failure to pay appropriate annual dues; Life memberships are non-transferrable.

Article 3: Officers and Board of Directors

3.1 *The Officers of SESA* shall be a President, a Vice-President, a Secretary, a Treasurer, a Past President, a Preservation Officer, a Webmaster, a Journal Editor, a Newsletter Editor, and an Annual Conference Chair. Each of these officers shall be an ex officio and voting 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 or appointed by the President.

3.2 *The President* shall be elected for a two-year term by the membership at the Annual Business 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 two years following his or her term as President.

3.3 *The Vice President* shall be elected for a two-year term by the membership at the Annual Business Meeting, and after completing his or her term is expected to serve as President.

3.4 *The Secretary* shall be elected to a three-year term by the membership at the Annual Business 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 Business Meeting. A Treasurer may have successive terms. The Treasurer may select, with approval by the Executive Committee, members of the Board of Directors to serve as Membership and/or Annual Conference Registration Coordinators for a period no longer than the Treasurer's term.

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

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

3.8 *The Webmaster* shall be elected to a three-year term by the membership at the Annual Business Meeting. The Webmaster may have successive terms.

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 Board Meeting. Appointment shall be to a three-year term of office, or however long it is necessary to produce three consecutive issues of the annual journal, *Arris*. The Editor may select an Associate Editor, upon approval by the Executive Committee, to produce those issues together as co-editors. The Editor shall select a Book Review Editor, with approval from the Executive Committee. The Associate and Book Review Editors serve the same term as the Editor, but may be selected by the next Editor to serve successive terms. Only the Journal Editor is included on the Board of Directors as an ex officio voting member.

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

3.11 *The Annual Conference Chair* shall be appointed for a one-year term by the President with a majority vote of the Board of Directors. Such appointment shall normally be made at the

Annual Board Meeting one year in advance of the Annual Conference. The appointed Annual Conference Chair shall preside at the conference as program director or chair. The Annual Conference Chair is normally a resident of the host city or on the faculty or staff of the institution hosting the Annual Conference. The Conference Chair may select one or more Associate Chairs, upon approval by the Executive Committee, to preside at the Annual Conference as co-chairs. Only the Annual Conference Chair is included on the Board of Directors as an ex officio voting member.

3.12 Board of Directors. The Board of Directors shall include the President, Vice President, Secretary, Treasurer, Past President, Preservation Officer, Webmaster, Journal Editor, Newsletter Editor, and Annual Conference Chair as ex officio voting members.

The Board of Directors shall also have members who are State Representatives from each of the states of SESAH's 12-state territory: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, and Virginia. The terms of State Representatives are three years. Their terms shall be staggered so that approximately one third of their total number shall be elected each year. One or more "at large" members may be elected to the Board of Directors. One "at large" member shall reside out of the SESAH territory and represent the interests of "out of territory" SESAH members. Other "at large" members shall represent areas of expertise relevant to SESAH. The term of an "at large" member shall be defined at the time of his or her election, not to exceed three years.

The members of the Board of Directors who are State Representatives and "at large" members shall be elected by a majority of active SESAH members present and voting at the Annual Business Meeting from a slate of nominees prepared by the Nominating Committee. Additional nominations may be made by a petition of any five active SESAH members submitted to the President and Secretary thirty days prior to the Annual Business Meeting.

Each State Representative and each "At Large" Board member shall hold office until his or her successor has been elected at the Annual Business Meeting or appointed by the President. A State Representative may serve successive terms.

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, typically on an annual basis during the Annual Conference. 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 Business 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 SESAH 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 State Representative shall resign or be unable to serve his or her elected term, the President shall appoint a SESAH 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. In the event that an At-Large member shall resign or be unable to serve his or her elected term, the President shall appoint an at-large member to complete the unexpired term and immediately notify the Board of Directors of such appointment.

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

Article 4: Annual Conferences and Special Meetings

4.1 The SESAH membership shall meet annually and host an Annual Conference within the territory as defined in Article 1 section 1.2 and as determined at the Annual Board Meeting. The business of SESAH shall be conducted at the Annual Business Meeting scheduled during the Annual Conference.

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 members of SESAH. 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 members of SESAH 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 SESAH shall issue or sponsor such publications proposed by the Board of Directors and approved by majority vote of the membership at the annual business meeting. Publications include an annual scholarly journal, as well as external communications such as a website, electronic newsletter, and social media.

Article 6: Amendments

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

BYLAWS

Article 1: Fees and Privileges of Classes of Membership

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

1.2 A registration fee shall be collected for attending the Annual Conference and associated programs such as Study Tours. The amount of the registration fees shall be established by the Board of Directors.

1.3 Only active members, as defined in Article 2.6 of the SESA Constitution, may vote at the Annual Business Meeting.

1.4 All active and institutional members in good standing will receive a copy of the publications as defined in Article 5.1 of the SESA Constitution.

1.5 SESA's fiscal year shall be the calendar year. Annual membership dues received by the Treasurer from new and renewing members between January 1 and the Annual Conference apply to the current fiscal year; dues received by the Treasurer from new and renewing members between the Annual Conference and December 31 apply to the following fiscal year, with membership activated immediately. All annual memberships expire one year after activation.

Article 2: Duties of Officers, Directors, and Committees

2.1 **President:** The President is the chief executive officer of SESA and is responsible for the day-to-day operation of the organization. He or she is responsible for promoting the goals of SESA, its welfare, and its prosperity. The President appoints all committees created by the Board of Directors at the Annual Board Meeting unless other provision is made for their appointment. The President convenes and presides over meetings of 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 SESA's development. The President may serve as a signatory on financial accounts held by SESA.

The President shall keep the national office of the Society of Architectural Historians (SAH) informed of SESA activities, including (but not restricted to) any change in officers, changes in the Constitution and/or Bylaws; and events, conferences, or programs planned by SESA of potential interest to SAH members.

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 SESA. 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 3.13 of the Constitution of SESA. The Vice President may serve as a signatory on financial accounts held by SESA.

2.3 Secretary: The Secretary shall record the proceedings of and maintain the administrative correspondence of SESA. The Secretary shall record or have recorded minutes of the annual business meetings and prepare a summary Report on the Annual Conference for publication in the newsletter; record or have recorded minutes of all meetings of the Board of Directors or other committee meetings so designated by the President as requiring minutes to be kept. The Secretary shall maintain an electronic database of SESA organizational records, governance documents and policies, meeting minutes, and associated records to ensure ongoing operations of SESA. The Secretary may serve as a signatory on financial accounts held by SESA.

2.4 Treasurer: The Treasurer shall serve as the registered fiscal agent for SESA as required by governing laws of the state where SESA is legally registered to solicit charitable donations. The Treasurer shall serve as the primary signatory on financial accounts held by SESA, and shall have at least one additional signatory on financial accounts held by SESA.

The Treasurer shall receive and deposit all funds, pay all bills, maintain (or assign a Membership Coordinator to maintain) a register of all dues-paying members in all categories of membership, and prepare an annual financial report (which includes the Membership report) to be presented at the Annual Conference 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 Business Meeting. The Treasurer shall prepare for each Annual Business Meeting a proposed annual operating budget for the following year, and shall receive and review the proposed budget for the next Annual Conference and the Financial Report of the Annual Conference for the previous conference from their respective Conference Chairs.

The Treasurer shall, in cooperation with the Secretary, maintain an electronic database of SESA financial records, contact information for financial accounts, and associated records to ensure ongoing operations of SESA. The Treasurer shall ensure that SESA is in compliance with all state and federal governing laws associated with proper financial recordkeeping. The Treasurer shall file financial disclosure documents with the IRS as required by federal laws governing 501(c)3 nonprofit organizations, and shall maintain appropriate board insurance. The Treasurer has the authority to consult with professional accountants and attorneys on behalf of

the Board of Directors in order to ensure SESAHA maintains proper compliance with all applicable state and federal laws.

2.5 Preservation Officer: The Preservation Officer shall serve as an advocate for preservation issues and as a liaison to the professional preservation community in education and in the public and private sectors. The Preservation Officer shall work with the Board of Directors to broaden participation in SESAHA by promoting and administering programs and opportunities of interest to both historians and preservationists. The Preservation Officer shall serve as ex officio member of the Best of the South Committee.

2.6 Webmaster: The Webmaster shall design, edit, publish, and maintain the official SESAHA website and, in conjunction with members of the Communications Committee, other online external communications and social media platforms as approved by the Board of Directors. The Webmaster shall be responsible for the domain name (<http://www.sesah.org>) maintenance and hosting. The Webmaster shall operate within the budget approved for such purposes by the Board of Directors and membership.

2.7 Journal Editor: The Journal Editor shall be responsible for the preparation of the scholarly journal, *Arris*. All articles submitted to the Editor for consideration of the Journal shall be provided a peer review, with known expertise in the field of study to which the manuscript would contribute; final decision to publish will remain with the Editor. The Editor shall ensure that the journal publishes original scholarship relating to all aspects of architecture, urbanism, and built landscape, with attention given to issues of concern to SESAHA's readership. The Editor shall operate within the budget approved for such purposes by the Board of Directors and membership. The Editor shall serve as an ex officio member of the *Arris* Editorial Committee.

2.8 Newsletter Editor: The Newsletter Editor shall assemble, edit, and distribute a regular electronic newsletter approved by the Board of Directors. The Newsletter Editor shall work in coordination with the Webmaster and Communications Committee to promote SESAHA's programs, conferences, and events, as well as news related to SAH and associated organizations that may be of interest to the SESAHA membership. The Newsletter Editor shall archive electronic newsletters and share with the Secretary for digital storage as a record of SESAHA. The Newsletter Editor shall operate within the budget approved for such purposes by the Board of Directors.

2.9 Annual Conference Chair: The Annual Conference Chair is responsible for planning the Annual Conference on behalf of and in conjunction with the SESAHA Officers and Board of Directors, which serve as the primary hosts of the Annual Conference. The Annual Conference Chair shall follow the SESAHA Annual Conference Guidelines established by the Officers and Board of Directors. The Annual Conference Chair shall provide no later than sixty (60) days of the conclusion of the Annual Conference, a Financial Report of the Annual Conference submitted to the Treasurer.

2.10 Board of Directors: The Directors shall guide the activities and development of SESAHA 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 SESAHA, and the Directors shall represent SESAHA and its membership in their respective states. The Directors shall encourage SESAHA activities within their respective states, including SESAHA membership among interested individuals and institutions within the state, seeking of host institutions to sponsor Annual Conferences, and the promotion of SESAHA goals within the state. Directors shall meet annually at the Annual Board Meeting to assist in drafting a budget for the subsequent year, and to establish the agenda of the Annual Business Meeting. The Directors shall consider the needs and goals of SESAHA, initiate action toward the fulfillment of the purposes of SESAHA, and carry out such duties as are approved for them by the Constitution and Bylaws at the Annual Board Meeting. The Directors will also do so through service on standing and ad hoc committees. All Officers and members of the Board of Directors are indemnified from personal liability through board insurance maintained by the Treasurer on behalf of the Officers and Board of Directors. No Officers or members of the Board of Directors shall be compensated by SESAHA for their service as Officers or members of the Board of Directors.

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

2.12 Committees: All standing and ad hoc committees of the Board of Directors shall be comprised of at least one Board member. Standing Committees include the following: Executive, Nominating, Communications, Awards, Annual Conference Papers, and *Arris* Editorial. The President may create ad hoc committees, as needed, and appoint committee chairs. Committee chairs shall solicit members from the Board and membership to complete the tasks assigned to the committee. All members of Committees shall be SESAHA members in good standing. The President shall serve as an ex-officio member of all standing and ad hoc Committees.

2.13 Executive Committee: The Executive Committee shall be comprised of the President, Vice President, Treasurer, Secretary, and Past President, as well as any other Officers or Board members at the discretion of the President.

2.14 Nominating Committee: The Nominating Committee consists of at least three members and is chaired by the Vice President. The committee shall make recommendations for filling vacant or expiring terms of Officers and Board members to the Board of Directors, who will then take the Committee's recommendations to the full membership at the Annual Business Meeting for approval. The Nominating Committee shall solicit new Officers and Board members from the active membership, if possible.

2.15 Communications Committee: The Communications Committee may be comprised of the Webmaster, Newsletter Editor, and administrator(s) of any other forms of external communications such as social media platforms. The Communications Committee shall oversee all external communications and work to ensure that they share common style guides, logos, branding, messaging, and so forth. The Committee shall ensure that no external communications publish position statements on behalf of SESAHA that have not been previously approved by the President and Board of Directors. The primary objective of the Communications Committee is to share information about SESAHA's Annual Conference, publications, membership, special events, programs, and associated news that may be of interest to SESAHA members and supporters. Any media inquiries shall be directed to the President.

2.16 Awards Committees: Awards committees consist of at least three SESAHA members, including one Board member. The chair for each committee oversees publishing and disseminating a Call for Nominations and, having received nominations, communicates with fellow board members to agree on an awardee. The committee chair is also responsible for communicating with nominees regarding the committee's decision, preparing a report for the Board, and presenting the award at the Annual Business Meeting. Awards committees include the Publication Awards Committee, Best of the South Committee, and Fellowships Committee.

2.17 Annual Conference Papers Committee: The Annual Conference Papers Committee shall solicit paper presenters and session moderators for the Annual Conference and will oversee the SESAHA Conference Travel Grants. The committee shall be chaired by an Officer or member of the Board of Directors. The committee chair shall work in coordination with the Annual Conference Chair in creating the sessions for paper presentations at the Annual Conference to ensure that the conference host facility or institution includes sufficient and appropriate venues for the paper sessions, as created by the Annual Conference Papers Committee.

2.18 *Arris* Editorial Committee: The *Arris* Editorial Committee includes the current Journal Editor as ex officio member, Associate Editor, Book Review Editor, and at least five additional members representing the breadth of SESAHA's membership. These additional members shall serve for no more than five years, their terms staggered so that approximately one third of their total numbers shall be appointed each year, and one of them shall be appointed chair by the President. At the discretion of the President, the committee may also include an ex officio member from the Executive Committee. The committee shall meet as needed, electronically or in person, but at least once a year in conjunction with the Annual Conference, to give the Editor advice and support on the scope and content of the journal as well as the process of soliciting and reviewing submissions. While the Editor remains responsible for the production of the journal's content, including the selection of manuscripts for publication, the Committee shall take charge of administrative matters, in coordination with the appropriate SESAHA Committees and Officers, relating to general communications (calls for submissions, website, etc.), finances, and routine correspondence with outside entities involved in the journal's production. When directed

by the President, the committee shall administer the selection process for a new Editor. Members of the committee shall be advocates for the journal within and outside of SESAHA.

2.19 Conflict of Interest Policy and Disclosure Form: The Officers and Board of Directors of SESAHA shall abide by a Conflict of Interest policy and complete and sign Conflict of Interest Disclosure Forms on an annual basis. The executed Disclosure Forms shall be maintained by the Secretary. The Conflict of Interest Policy and Disclosure Form, as adopted by the Board on October 9, 2019, is attached to this document in Exhibit A.

2.20 Nondiscrimination Policy: The Officers and Board of Directors of SESAHA shall abide by a Nondiscrimination Policy. The Nondiscrimination Policy, as adopted by the Board on October 9, 2019, is attached to this document in Exhibit B.

Article 3: Conduct of SESAHA Business between Annual Business Meetings

3.1 New Business: Concerted effort shall be made to organize the agenda of the Annual Business meeting of SESAHA, including operating budget for the coming year, and to conduct SESAHA's business at the Annual Business Meeting. However, in the event that, between these meetings, the Executive Committee determines that a matter of interest to SESAHA arises requiring immediate deliberation and action that is 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 Secretary shall amend previous meeting minutes to document any such action brought to the full Board by the Executive Committee, and the Board shall report any such decisions and action to the membership at the next Annual Business Meeting. No such action may obligate SESAHA, without prior membership approval at an Annual Business Meeting, for a total expenditure in excess of 4% of SESAHA's monetary assets for any single such action nor 8% for any several actions in a given period between Annual Business Meetings. Any such obligation shall be considered a line item action for the current year only and shall not obligate SESAHA, 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 SESAHA shall be conducted within budgeted limits as approved by the Board of Directors and membership. However, if unexpected charges are billed to SESAHA for budgeted items in excess of the amounts itemized in the approved operating budget and beyond the control of the board member responsible for management of such budgeted items, the Treasurer, in consultation with the Executive Committee, 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 SESA, may solicit funds and contributions from individuals, corporations, institutions, and/or grant foundations for restricted or unrestricted use by SESA so long as SESA is not obligated 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 funds, grant, or contribution. Board members that solicit funds, grants, or contributions on behalf of SESA shall discuss and receive approval for such solicitations with the President and Executive Committee in advance to ensure there are no conflicts of interest, real or perceived, and that SESA is in full compliance with state and federal charitable solicitation laws, especially those codified in the state(s) in which SESA is legally registered to do business.

Article 4: Participation in the Annual Conference

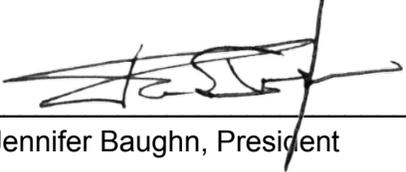
4.1 Attendance at the Annual Conference: Every individual who attends the Annual Conference and associated programs such as Study Tours shall be a member in good standing and pay the registration fee for the conference and associated programs, except as determined by the President in consultation with the Conference Chair and Executive Committee. Exemptions from payment of all or part of the registration fees are typically extended to recipients of SESA conference travel grants, keynote speakers, senior administrative representatives of hosting institutions or organizations, and volunteers that provide pro bono professional services. Officers and members of the Board of Directors shall attend the Annual Conference, including the Annual Board Meeting and Annual Business Meeting, unless excused by the President.

4.2 Presenters and Session Chairs at the Annual Conference: Individuals chairing sessions or presenting papers at the Annual Conference shall be members in good standing of SESA, and shall pay registration fees associated with the Annual Conference. Exemptions are rare and must be approved in advance by the President.

Article 5: Amendments

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

The SESAH Constitution and Bylaws as amended on October 9, 2012, were updated and amended, as recommended by the Officers and Board of Directors, by the membership via an online ballot open from October 2 through 5, 2020,



Jennifer Baughn, President

October 10, 2020

Date

ATTESTED BY



Lydia M. Soo, Secretary

October 10, 2020

Date

Attachments:

EXHIBIT A

CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM

EXHIBIT B

NONDISCRIMINATION POLICY

Southeast Chapter of the Society of Architectural Historians, Inc.

DISCLOSURE STATEMENT

for

Board Members, Officers, and Committee Members

No member of the Southeast Chapter of the Society of Architectural Historians (SESAH) Board of Directors, Officers, or Committees shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in SESAH. Each person shall disclose to SESAH any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Except upon receiving written authorization from the Board President (and with disclosure to the full Board) no member of SESAH's Board of Directors or Officers or Committees shall use any list of or information about the organization's members for personal or private solicitation purposes at any time during his or her term of service.

In addition to my service for SESAH, at this time I am a Board member, Trustee, or an employee of the following organizations:

- 1.
- 2.
- 3.
- 4.
- 5.

This is to certify that with regard to carrying out my duties as an officer or director or committee member of SESAH, except as disclosed in writing to the Board, I am not now nor at any time during the past year have been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party; doing business with SESAH, which has resulted or could result in personal benefit to me.

2. A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with SESA.

I have read and agree to comply with SESA's board-approved Conflicts of Interest Policy.

Signature:

Printed Name:

Date:

NONDISCRIMINATION POLICY AND STATEMENT

of

SOUTHEAST CHAPTER OF THE SOCIETY OF ARCHITECTURAL HISTORIANS, INC.

The Southeast Chapter of the Society of Architectural Historians, Inc. (SESAH) does not and shall not discriminate on the basis of race, color, religious belief, gender, gender identity, age, national or ethnic origin, disability, ancestry, marital status, sexual orientation, political belief, or military status, in any of its activities or operations. These activities include, but are not limited to, selection of officers, board of directors, committee members, volunteers, vendors, paper presenters, session moderators, fellowship recipients, student travel grant recipients; award recipients; publication editors and authors; and provision of services to our members, supporters, and volunteers. SESAH does not tolerate harassment for any reason. We are committed to providing an inclusive and welcoming environment for everyone.

Adopted by the Officers and Board of Directors on October 9, 2019, and approved by the active membership on October 11, 2019.



Lydia M. Soo, Secretary

9 Oct 2019

Date