

# **Labor and Working Class History Association**

## **CONSTITUTION AND BY-LAWS**

### **Preamble**

The Labor and Working Class History Association (LAWCHA) is open to everyone interested in studying the history of working-class men and women, their lives, workplaces, communities, organizations, cultures, political activities, and societal contexts. It aims to promote an international, theoretically informed, comparative, interdisciplinary, cross-cultural, and diverse labor and working-class history.

The association seeks to develop mutually supportive relationships with existing regional, state, and local labor studies and labor history societies as well as with federations of labor, their affiliated trade unions, independent labor unions and organizations, and labor history associations in other countries.

The association will encourage research, writing, and teaching about labor and working-class history and be open to the widest possible variety of approaches to the subject and a free exchange of ideas and opinions. The organization will seek to recruit a demographically and regionally diverse membership and leadership. It is committed to making the study of working-class history an integral part of the history and social studies curricula in the public schools and also to collaborating with trade union research and education directors in making labor history more accessible to union members. It also will be an advocate for including the history of working-class men and women in public history projects and historical initiatives by federal, state, and local governments and governmental bodies.

The association seeks to produce more visibility and outlets for labor history scholarship, to work toward creating a much stronger communications network and support base in public debates that affect us as academic workers or as members of the broader labor community, and to provide stronger support for the career development of junior members of the labor history sub-discipline. The association will reward and recognize excellent scholarly and public contributions in the area of labor history and labor studies. Finally, in all of its initiatives, the association seeks to increase the numbers and visibility of those obviously underrepresented populations in the life of the association and of the field.

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## **CONSTITUTION**

(Constitution adopted by a vote of the membership on February 7, 2000; amended by votes of the membership on July 20, 2007 and December 4, 2014.

### **Article I. Name**

The name of the organization shall be the Labor and Working Class History Association (LAWCHA).

### **Article II. Purpose**

As limited by the requirements for tax-exempt status under Sections 501(c)(3), 501(a), and 170(c)(2) of the Internal Revenue Code of 1986, as amended, the purpose of the Association shall be to promote historical study and research in the field of labor and working-class history, to advance the study of working-class men and women, their lives, their workplaces,

communities, organizations, cultures, and societal contexts, and to conduct any and all such activities and exercise any and all such powers as are necessary and proper to the achievement of the foregoing and in furtherance of the purpose of the Association.

### Article III. Members and Institutional Affiliates

#### Section 1.

Membership in the Association is open to any individual who supports the purpose of the Association and pays annual membership dues.

#### Section 2.

Non-voting affiliation is open to any institution that supports the purpose of the Association and pays annual institutional affiliation dues.

#### Section 3.

Each member is entitled to one vote on each matter submitted to a vote. When an action, other than the election of directors, the removal of officers or directors, or the amendment of the Constitution or Bylaws, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote thereon. Directors shall be elected by a plurality of votes cast at an election. Officers and directors may be removed with cause, and the Constitution and Bylaws may be amended, by a two-thirds vote of the members voting.

### Article IV. Authority

Final governing authority in the Association resides in the voting membership.

### Article V. Board of Directors

#### Section 1.

The Association shall have a board of directors consisting of the officers and fifteen additional members, reflective of the demographic and regional diversity of the membership, and elected by a vote of the membership. The service for directors shall be a staggered three-year term, with a third of the board members to be elected annually. The term for directors shall begin thirty (30) days after the Election Committee reports election results to the Executive Committee, as stipulated in Article XII, section 3. A director must be, and remain, a member in good standing of the Association. A director shall hold office for the term for which the director is elected or appointed and until a successor is elected or appointed, or until the resignation or removal of the director. A director may resign by written notice to the Association. The resignation is effective upon its receipt by the Association's officers or a later time as set forth in the notice of resignation. Directors may not succeed themselves in office.

## Section 2.

The Board of Directors is authorized to act in the name of the Association and to further its objectives. Among its powers and responsibilities are the following:

- to supervise Association finances;
- to authorize formation of committees within the Association;
- to appoint individuals to perform functions as authorized by the board;
- to approve agreements in the name of the Association;
- to establish awards as pertinent to the Associations' objectives; and
- to perform other functions as prescribed in this Constitution.

## Section 3.

A vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors for a term of office extending until the next election of directors.

## Section 4.

The vote of the majority of directors attending a meeting at which a quorum is present shall constitute an action of the Board of Directors, except that a two-thirds majority vote of the directors then in office shall be required to remove with cause one or more directors or suspend with cause the authority of an officer to act as an officer.

## Section 5.

Written notice of a meeting of the Board of Directors shall be delivered to each director by mail, or by electronic transmission, or by publication in the Association's newsletter.

## Section 6.

A director may participate in a meeting of the Board of Directors by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

## Article VI. Officers

### Section 1.

The officers of the Association shall be the president, vice-president, treasurer, and secretary (to be elected by the membership to a two-year term of office); and the immediate past president, who will serve as chair of the Nominating Committee. Officers must be, and remain, members in good standing of the Association. Neither the president nor the vice-president may succeed himself or herself in office. Officers may not serve simultaneously in more than one position.

### Section 2. Terms of Office, Resignation, Vacancies

Terms of office for all officers shall begin thirty (30) days after the Elections Committee reports election results to the Executive Committee, as stipulated in Article XII, Section 3. An officer shall hold office for the term for which the officer is elected or appointed and until a successor is elected or appointed, or until the resignation or removal of the officer. A resignation is effective

upon its receipt by the Association or at a later time as set forth in the notice of resignation. Vacancies may be filled by the affirmative vote of the majority of directors for a term extending until the next election of officers.

### Section 3. President

The president is the Association's chief executive officer and spokesperson. The president shall preside over meetings of the members, the board of directors, and the executive committee; supervise the executive assistant and operations of the Association; and perform such other duties as may be prescribed by this Constitution, the Bylaws, and by the Board of Directors.

### Section 4. Vice-President

The vice-president shall assist the president, perform the duties of the president in his or her incapacity or absence, and perform such other duties as may be delegated to him or her by the board, the executive committee, or the president. At the discretion of the Nominating Committee, the vice-president generally will succeed to the presidency at the end of the president's regular two-year term.

### Section 5. Secretary

The secretary shall record and preserve in the books of the Association the true minutes of the proceedings of meetings of the members, the Board of Directors, and the Executive Committee; see that notices of meetings are prepared and sent out; and perform such other duties as may be delegated to him or her by the Board of Directors, the Executive Committee, or the president.

### Section 6. Treasurer

The treasurer shall have custody of all Association funds and securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements. The treasurer shall deposit all moneys, securities, and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The treasurer also shall maintain membership records; make annual financial reports to the board and the annual meeting of members; oversee the preparation and filing of Association non-profit and tax documents, as required by law; and perform such other duties as may be delegated to him or her by the Board of Directors, the Executive Committee, or the president.

### Section 7. Immediate Past President

The immediate past president shall chair the Association's Nominating Committee.

### Section 8. Executive Committee

The officers shall constitute an Executive Committee responsible for performing the functions of the Association and the Board of Directors between meetings of those bodies. The Executive Committee may conduct business at meetings in person as well as by telephone, mail, e-mail, or other means of communication, as appropriate. An action of the Executive Committee shall be authorized when at least a simple majority of the Executive Committee members, including the president, participate in the vote and the action is supported by the majority of the votes cast. The Executive Committee shall have the power to appoint non-voting members to the Board of Directors for the purposes of advancing the work of the organization.

## Section 9. Executive Assistant

The executive assistant shall handle day-to-day administrative operations of the Association including mailings, elections, program matters, and similar functions under the immediate supervision of the president or his/her designate, and shall report regularly to the president. The executive assistant shall perform such other duties as may be delegated to him or her by the officers. At the discretion of the board, the executive assistant may receive a salary or stipend.

## Section 10. Fiduciary Officers

The fiduciary officers of the Association shall be the president, the vice-president, the treasurer, and the secretary. Two signatures shall be required for all disbursement checks, and disbursements over one-thousand dollars, not previously authorized by the Board of Directors, shall require approval of the Executive Committee.

## Article VII. Committees

The Association shall have a Nominating Committee, chaired by the immediate past president, and consisting of four additional members appointed by the Executive Committee, which will be responsible for compiling a slate of nominees for all of the Association's elective positions. Nominating Committee members must be, and remain, members in good standing of the Association.

The Association also shall have an Elections Committee, consisting of a chair and two additional members appointed by the Executive Committee, none of whom shall be a candidate for election. Election Committee members must be, and remain, members in good standing of the Association. The Elections Committee shall supervise the Association's elections.

The Executive Committee and the Board of Directors may establish additional committees and appoint chairs or coordinators for Association committees, activities, or special projects as it sees fit and as prescribed by this Constitution. Unless otherwise provided, the term of service for members of committees shall be two years.

## Article VIII. Meetings of Members and Record Date

### Section 1.

The annual meeting of members shall be at a place and time prescribed in the By-laws and by the Executive Committee. Written notice of the time and place of the annual meeting shall be given eight weeks before the date of the meeting, and it shall be delivered to each member of record entitled to attend and vote at the meeting by mail, or by electronic transmission, or by publication in the Association's newsletter, as determined by the Executive Committee.

### Section 2.

For the purpose of determining members entitled to notice of and to vote at a meeting of members or an adjournment thereof, or to express consent to or dissent from a proposal without a meeting, or for the purpose of any other action, the Executive Committee may fix, in advance, a date as the record date for any such determination of members.

## Article IX. Quorum.

### Section 1.

Except in the matter of ballot initiatives, for which no quorum shall be necessary, a quorum for a meeting of members shall be ten percent of the members entitled to vote at the meeting. The members present in person at such a meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

### Section 2.

A quorum for meetings of the Board of Directors shall be one-third of the directors then in office. The directors present in person at such a meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the directors present.

## Article X. Ballots

### Section 1.

Actions of the Association also may be undertaken by a majority of those voting in a vote of the membership. Matters may be submitted to the membership for a vote upon the initiative by petition of ten percent of the members of the Association, by a majority vote at a meeting of members, or by a majority vote of the Board of Directors.

### Section 2.

For matters submitted to the full membership for a vote, members may vote in writing by paper mail ballot, or by electronic transmission, as determined by the Executive Committee.

## Article XI. Nominations

The Nominating Committee shall solicit nominations for all elective offices and board of director's positions and invite individuals to stand for election. All candidates for office must be members in good standing of the Association. Nominations also may be made by petition from at least ten Association members in good standing. All nominations are due by the date set by the Executive Committee or Board of Directors as stipulated in Article V of the By-laws, but in any event no later than January 1 of any given election year. By majority vote, the Board subsequently may make additional nominations in conformance with the goal of diversifying Association leadership.

## Article XII. Elections

### Section 1.

Elections may be conducted by paper mail ballot, or by electronically-transmitted ballot, as specified by the Executive Committee.

Section 2.

Ballots in the annual election of Association officers or directors shall be due on the date set by the Executive Committee as stipulated in Article V of the Bylaws, but in any event no later than March 1.

Section 3.

The executive assistant shall mail ballots, or electronically transmit voting instructions, to each member entitled to vote at least five weeks before completed ballots are due. The Elections Committee is responsible for certifying and counting ballots and for reporting the results to the Executive Committee no later than seven (7) business days after ballots are due. The Executive Committee is responsible for notifying candidates as to the results of the election and reporting the results of the election to the Board of Directors.

Article XIII. Amendments

Section 1.

The Constitution of the Association may be amended only by a two-thirds vote of the members voting in a paper mail ballot.

Section 2.

The By-laws of the Association may be amended by a two-thirds vote of the Directors present at a meeting at which a quorum is present, or by a two-thirds vote of the members voting.

Article XIV. Rules

For matters not treated by the Constitution or Bylaws, the Association shall abide by Robert's Rules of Order (revised) where applicable.

Article XV. The Constitution as By-laws under Michigan Law

The Constitution of the Association shall have the same status as by-laws under the Nonprofit Corporation Act of Michigan, Act 162, Public Acts of 1982.

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## BY-LAWS

(Bylaws adopted by a vote of the membership on February 7, 2000; amended by the Board of Directors on October 21, 2000; October 18, 2003; May 17, 2007; April 11, 2014.)

### Article I. Headquarters

Administrative headquarters shall be designated by the Executive Committee, and approved by the Board of Directors.

### Article II. Conferences

By action of the Board of Directors or the Executive Committee, the Association may sponsor, endorse, organize, participate in, or designate conferences, symposia, and programs as official Association events.

### Article III. Board of Directors Meetings

The time and location of meetings of the Board of Directors shall be determined by the Board of Directors or the Executive Committee, with the stipulation that an eight-week notice of any said meetings shall be given to Directors.

### Article IV. Annual Meeting of Members

The annual membership meeting of the Association will be held in conjunction with the annual spring LAWCHA-sponsored regional labor history meeting, or else the Organization of American Historians annual meeting, as conditions warrant. The meeting shall be held between the dates of March 15 and June 15 in any given year.

### Article V: Election Schedule

Nominations for the election of officers or directors shall be due by the Nominating Committee on October 1. The record date for members eligible to vote in annual elections of officers and directors and at the annual meeting of members shall be December 1. Ballots for the annual election of officers and directors shall be due to the Election Committee no later than February 1.

### Article VI. Newsletter

The Association shall establish an association newsletter, for distribution in a print version to members and prospective members. The Association shall also consider an electronic discussion forum for the Association.

### Article VII. Publications

The Association has effected a relationship with the journal *Labor: Studies in Working-Class History of the Americas*. This relationship shall continue in effect as long as mutually satisfactory to both parties. The editor of *Labor* shall be an ex-officio (non-voting) member of the Board of Directors.



## Article VIII. Affiliations

The Association may seek to become an affiliate of the American Historical Association, the Organization of American Historians and other appropriate bodies as designated.

## Article IX. Dues and Membership

### Section 1.

The amount of annual dues shall be determined by the Board of Directors. The board may also establish different levels for individuals, students, the unemployed, and affiliated organizations or institutions.

### Section 2.

Memberships shall be issued for a calendar year, beginning January 1.

## Article XI. Executive Assistant

The executive assistant shall be a non-voting member of the Board of Directors and the Executive Committee.

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Constitution and Bylaws adopted by a vote of the membership of the Labor & Working Class History Association (a Michigan non-profit corporation) on February 7, 2000. Constitution amended by a vote of the membership on July 20, 2007 and on December 4, 2014.