

Constitution of the Historical Society
of the Protestant Episcopal Church, U.S.A.1

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Article I - Name

The name of this organization shall be the Historical Society of the Protestant Episcopal Church, U.S.A., otherwise known as the Historical Society of the Episcopal Church.

Article II - Purpose and Objectives

This organization is established exclusively for educational, charitable, and religious purposes. It is a voluntary society composed of scholars, writers, teachers, ministers (both lay and ordained) and others interested in its objectives. Without limiting the generality of the foregoing statement, the objectives of this organization shall include:

First, the promotion of the preservation of the particular heritage of the Episcopal Church in the United States of America and its antecedents in order that the Church may be served in its mission of proclaiming Christ crucified and risen, and in its servanthood in the world.

Second, the publication and distribution of a scholarly historical journal each quarter, called Anglican and Episcopal History, or such other name as the Board of Directors shall designate, to aid in this promotion and to be a vehicle for the publication of similar work being done throughout the Anglican Communion. Also, from time to time, as the Board of Directors sees fit and as circumstances provide, the publication of other works in keeping with the stated purpose and objectives of the Society.

Third, Cooperation with other societies concerned with the history of the Episcopal Church in the United States of America and the other churches of the Anglican

Communion, in the encouragement of research, writing and education on all levels that keeps alive the Church's heritage in the service of God's Kingdom.

Article III - Membership

Any person, corporation or institution in the United States or in other nations interested in the purpose and objectives of the Historical Society of the Episcopal Church shall be a member of the Society upon payment of dues to the Society. All members will be given the opportunity to renew their membership annually.

The annual dues for the members of the Society shall be determined by the Board of Directors of the Society or by a majority vote of the members of the Society, either at the annual meeting or at a called special meeting.

Members whose dues remain unpaid for the year preceding the annual meeting of the Society shall be ineligible to vote until their dues are paid. If the dues of members remain unpaid for more than one year, such members shall be dropped from membership in the Society upon written notice to them by the Treasurer of the Society. Any person otherwise eligible for membership shall become a life member on payment of such sum as the Board of Directors may determine for this class of membership and such members shall be exempt from the payment of annual dues. All life membership dues shall be added to the Endowment Fund.

Article IV - Board of Directors

The management of the Society shall in all respects and at all times be vested in a Board of Directors. All elected Directors must be adult members in good standing of the Episcopal Church in the United States of America or of any other church of the Anglican Communion and shall be members of the Society.

The Board of Directors shall consist of the officers of the Society, nine Directors elected by the Society at its annual meeting, the Editor and Assistant Editors of Anglican and Episcopal History, the Editor of Studies in Anglican History, the Historiographer of the Episcopal Church, one member selected as a representative by the Episcopal Women's History Project, one member selected as a representative by the National Episcopal

Historians and Archivists, and the following ex officio Directors who shall have voice but no vote:

The Presiding Bishop

The President of the House of Deputies

The Secretary of the House of Bishops

The Secretary of the General Convention

The Treasurer of the General Convention

The Archivist of the Episcopal Church.[2](#)

The nine elected Directors shall be elected in classes of three at the annual meeting of the Society, each class of Directors serving a term of three years. Election shall be by those three nominees receiving the most votes. Elected Directors shall serve no more than two consecutive terms.

Nominations for each class of elected Directors shall be made at each annual meeting by a nominating committee appointed by the President of the Society. Additional nominations may be made in writing to the Secretary of the Society or from the floor at the annual meeting by any member of the Society.

There shall be an Executive Committee of the Board of Directors. It shall consist of the President, Vice Presidents, Secretary, and Treasurer of the Society, the Historiographer, and the Editor of the Society's journal.[3](#)

Article V - Officers and Their Duties

The officers of this Society shall consist of a President, a first and second Vice President, a Secretary, and a Treasurer. They shall be elected by the members of the Society at the annual meeting and shall hold office for one year provided that no officer shall hold that office for more than six years in succession.[4](#) These officers shall be nominated by the Board of Directors for election at the annual meeting. Other nominations for any of these offices may be made in writing by any five members of the Society, provided such nominations are received by the Secretary of the Society sixty-five days preceding the annual meeting.

At the annual meeting the Board of Directors may elect such additional officers to assist these officers as from time to time they may deem it necessary. Their term of office shall be one year, and these additional officers shall be members of the Board of Directors ex officio. Vacancies in any office, except that of President, may be filled by the Executive Committee of the Board of Directors.

The President of the Society shall be the chief executive officer of the Society and shall preside at all meetings of the Society, the Board of Directors, and the Executive Committee of the Board of Directors. The President shall appoint all committees not otherwise ordered by the Society or the Board of Directors and be ex officio a member of all committees. With the Secretary of the Society, the President shall execute instruments in the name of the Society when duly authorized by the Board of Directors. The Vice Presidents shall act at the direction of the President and the first Vice President shall perform the duties of the President if absent or disabled. In the event of the President's resignation or death, the first Vice President shall assume the office until the next annual election by the Society. In the absence or disability of both the President and the first Vice President, and in the event of both their resignations or deaths, a President pro tempore, to be appointed by the Board of Directors, shall exercise all the powers and perform all the duties of the President until the next annual election by the Society.

The Secretary, or if absent a Secretary pro tempore appointed by the President, shall be present at all meetings of the Society and of the Board of Directors, and shall take minutes of the proceedings and record the same in a book which shall be the property of the Society. The Secretary shall notify the members of the Board of Directors of all regular and called meetings of the same and shall notify the members of the Society of meetings of the Society. The Secretary shall have custody of the Society's seal which may be used only when authorized by the Board of Directors or the Society, and in conjunction with the President.

The Treasurer shall give bond in such amount and with such surety as the Board of Directors may require; shall keep a regular set of books which shall be the property of the Society, showing the receipt and disbursement of all funds; shall make report of all

receipts and disbursements at each regular meeting of the Board of Directors; and shall furnish a complete statement of the accounts for the previous fiscal year at the annual meeting of the Society. The accounts shall be audited annually. The monies of the Society shall be deposited by the Treasurer to the credit of the Society in such bank or other depository as the Board of Directors may from time to time select, and funds so deposited shall be withdrawn only by a check executed in such a way as the Board of Directors may from time to time prescribe. In the event of the resignation or death of the Treasurer, the President shall appoint a new Treasurer who will serve until the election of officers at the next annual meeting.

The Board of Directors, from time to time, may delegate any of the aforesaid duties to such other or additional officers as they may deem necessary, and they may remove any officer of the Society whenever it is in their judgement in the best interest of the Society. Such removal shall be by the affirmative vote of a simple majority of the Directors then in office.

Article VI - Editor

The Editor of the Society's journal shall be elected by the Board of Directors and be subject to discharge by it. Upon nomination of the Editor, the Board of Directors shall elect such Assistant Editors as it may deem necessary for the effective publication of the Society's journal. The Editor and Assistant Editors shall be paid such compensation as the Board of Directors shall determine.

Article VII - Counsel

The Society shall have a Counselor, who shall be admitted to practice before the court of highest jurisdiction of any state of the United States. The Counselor shall be elected by the Board of Directors and shall serve until a successor is elected. The Counselor shall receive no compensation but shall pay no annual dues to the Society, being a member of the Society ex officio. The Counselor shall, however, be entitled to be reimbursed for all disbursements made for the Society.

Article VIII - Meetings

The Society shall normally meet in the month of May or June each year at such time and at such place as the Board of Directors shall direct. Special meetings of the Society may be called at any time by the Board of Directors as hereinafter provided, at such time and at such place as they shall direct. Written notice of any regular or special meeting of the Society shall be given by the Secretary of the Society to the members and mailed thirty days before the meeting.

The Board of Directors shall meet on the call of the President or any three members thereof, at such time and place as the call may direct, on notice mailed to the members of the Board thirty days before the meeting. A Board of Directors' meeting may be held concurrently with a meeting of the Society. Five members of the Board of Directors shall constitute a quorum.

A quorum of the Board of Directors shall have power to call a special meeting of the Society on notice mailed to the members thirty days prior thereto. A special meeting of the Society shall also be called upon request of fifty members of the Society.

Voting at any meeting of the Society may be by proxy.

At annual or special meetings of the members of the Society those members present in person or by proxy shall constitute a quorum.

Article IX - Permanent and other Funds

A separate fund shall be created, which shall be called the Endowment Fund, and the income only therefrom may be used for current expenses and under no circumstances shall the corpus of the Fund be invaded. This Fund shall be managed by the Board of Directors.

Article X - Seal

The Society adopts as the Corporate Seal the following:



Article XI - Amendments

This Constitution may be amended or abrogated by a majority vote of the members of the Board of Directors or by a majority of the members of the Society present at the annual meeting, or at an adjourned session thereof, or at a special meeting called for that purpose, provided that due notice of any proposed alteration, stating its substance, or reason for any abrogation, shall be given to the members of the Society.

Notes

¹Constitution as adopted at the Annual Meeting on June 17, 1990 and amended June 1994, June 1996, and June 1998.

²Amended, June, 1998

³Amended 6/96.

⁴Amended 6/94.