

**ARTICLES OF INCORPORATION**

**Of**

**THE SOUTHWESTERN HISTORICAL ASSOCIATION**

I, the undersigned natural person of the age eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporations Act, do hereby adopt the Articles of Incorporation for such Corporation.

**ARTICLE ONE**

*Name*

The name of the Corporation is the Southwestern Historical Association.

**ARTICLE TWO**

*Nonprofit Corporation*

The Corporation is a nonprofit corporation.

**ARTICLE THREE**

*Duration*

The period of the Corporation's duration is perpetual.

**ARTICLE FOUR**

*Purposes*

Section 4.01 The Corporation is organized exclusively for charitable, literary and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

Section 4.02 Notwithstanding any other provision of these Articles of Incorporation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

d. The Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

#### ARTICLE FIVE

##### *Initial Registration Office and Agent*

The street address of the initial registered office of the Corporation is 324 Hardin Administration Building, ACU Box 28130, Abilene, TX 79699-8130, and the name of the initial registered agent at such address is Vernon L. Williams.

#### ARTICLE SIX

##### *Directors*

The number of Directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of those people who are to serve as the initial Directors are:

**President:**

Patrick Barr-Melej  
Department of History  
Ohio University  
435 Bentley Annex  
Athens, OH 45701-2979

**First Vice President, General Program Chair &  
Program Chair for European/Asian/Middle Eastern History:**

Judith Fai-Podlipnik  
Department of History and Political Science  
Southeastern Louisiana University  
SLU 10895  
Hammond, LA 70402

**Second Vice President and Program Chair for United States/Canadian History:**

Seven L. Sewell  
Social and Behavioral Sciences Department  
College of the Mainland  
1200 Amburn Road  
Texas City, TX 77591

**Third Vice President and Program Chair for Latin American/African/Comparative History:**

Patricia Juarez-Dappe  
History Department  
612 Sierra Tower  
California State University—Northridge  
18111 Nordhoff Street  
Northridge, CA 91330-8250

**Secretary/Treasurer:**

Alex d'Erizans  
Department of Social Sciences  
Borough of Manhattan Community College (BMCC)  
199 Chambers Street  
New York, NY 10007

ARTICLE SEVEN

*Indemnification of Directors and Officers*

Each Director and each officer or former Director or officer may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance or duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE EIGHT  
*Limitation On Scope of Liability*

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves the intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Directors for which liability is expressly provided for by statute.

ARTICLE NINE  
*Incorporator*

The name and address of the incorporator is:

*Name*

Vernon L. Williams

*Address*

Department of History  
324 Hardin Administration Building  
ACU Box 28130  
Abilene Christian University  
Abilene, TX 79699-8130

IN WITNESS WHEREOF, I have hereunto set my hand, this 22nd day of March, 2009.

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The Southwestern Historical Association

CONSTITUTION OF THE  
SOUTHWESTERN HISTORICAL ASSOCIATION

(Originally adopted 8 April 1976 and amended 30 March 1990)

Article I - Name and Purpose

*Section 1.* The name of this organization, which is affiliated with the Southwestern Social Science Association, shall be the Southwestern Historical Association.

*Section 2.* The purpose of the organization shall be to promote the study and teaching of history, to foster research in all fields of history, to encourage the establishment of closer relations between scholars, teachers, administrators, and the public at large, and between teachers of history in universities, colleges, junior colleges, community colleges, and secondary and elementary schools.

Article II - Membership

*Section 1.* The Association serves as the History Section of the Southwestern Social Science Association and its members are, *ipso facto*, members of the Southwestern Social Science Association; likewise, members of the latter association who designate history as their main field or as one of their main fields of interest are *ipso facto*, members of the Southwestern Historical Association.

Article III - Dues

*Section 1.* The only dues to be paid by the members of this association are the dues which they pay as members (whether without or with subscription to the *Social Science Quarterly*) of the Southwestern Social Science Association and the annual convention registration fees. The expenses of this Association are to be met by funds allocated to the History Section [*i.e.*, The Southwestern Historical Association] by the Southwestern Social Science Association.

*Section 2.* Dues can be increased only by amending the constitution of this Association.

Article IV - Officers and Executive Council

*Section 1.* The officers of this Association shall consist of a president, first vice-president, second vice-president, third vice-president, and secretary-treasurer. Except for the secretary-treasurer, whose research concentration can be in any field of history,

each of the vice-presidents will represent the sub-disciplines of History as now constituted in the Association: United States history, European or Asian history, and Latin American or African history

*Section 2.* A third vice-president is to be elected at each Annual Business Meeting with this individual moving automatically upward to the status of first vice-president. The first vice-president shall automatically become the president of the Association after completing his/her one year service as first vice-president

*Section 3.* The secretary-treasurer is to serve a term of three years. The first secretary-treasurer is to be elected at the business meeting at which this constitution is adopted.

*Section 4.* The president, three vice-presidents, and secretary-treasurer constitute the Executive Council of this Association. They will meet regularly at the annual Southwestern Social Science Association Conference prior to the Annual Business Meeting and at any other time specified by the president

#### Article V - Duties and Powers of the Officers and Executive Council

*Section 1.* The president, and in his/her absence, the first vice-president, serves as chair of the Executive Council. The president, and in his/her absence, the first vice-president, shall be responsible for official representation of the Association in all matters, especially in those touching upon relations with the Southwestern Social Science Association. In addition, the president, and in his/her absence, the first vice-president, shall conduct the business meeting, appoint all committee members, and host the annual Southwestern Historical Association cocktail party

*Section 2.* The secretary-treasurer shall keep, and upon the direction of the president, disburse all funds of the Association and make a financial report at the Annual Business Meeting. He/she is to take and preserve the minutes of the Annual Business Meetings, preserve all the other records of the Association, and handle such correspondence of the Association as the president of the Association may request

*Section 3.* The executive council is to be responsible for drawing up the program for each annual meeting and for any other meetings which the Association may choose to hold. The three vice-presidents shall compose the program committee for sessions held at the annual meeting, with each responsible for assembling those sessions dealing with his/her respective sub-discipline, i.e., United States, Europe and Asia, Latin America and Africa. The first vice-president shall serve as general program chair for History. The executive council also fills out all vacancies in its own membership, subject to confirmation at the next Annual Business Meeting, proposes amendments to the constitution, and makes decisions, recommendations, and arrangements with respect to all business of the Association between the Annual Business Meetings.

## Article VI - Affiliated Societies

Section 1. Any society which promotes the study of history as defined in Article I, Section 2, of this constitution may become an affiliated society of this Association. Such affiliated societies may be other regional historical associations or regional branches of national historical organizations.

Section 2. Affiliated societies of this Association may arrange for joint programs and panel discussions with the joint sponsorship of this Association and may make arrangements to have business meetings of their own during the time of the annual meeting of the Association. The Executive Council of this Association will, on consultation with the affiliated societies, determine the number of programs any affiliated society can arrange at any meeting of the Association.

Section 3. Recommendations for affiliated membership should be sent to the president of the Association before the Annual Business Meeting. After consultation with the other members of the Executive Council, the president is then to circulate copies of the proposal, together with the recommendations of the Executive Council, at all academic sessions prior to the business meeting of the Association. The proposal must be accepted by the majority vote of the members of the Association at the subsequent business meeting for the proposed society to attain the status of an affiliated society of the Association.

Section 4. All members of an affiliated society who are also members of the Southwestern Historical Association shall have all the voting rights and other privileges and responsibilities of the membership of this Association.

## Article VIII - Amendment

*Section 1*. This constitution may be amended at any Annual Business Meeting.

*Section 2*. Petitions for amendment signed by no fewer than ten members of the Association are to be submitted to the Executive Council at least thirty days before the first day of the Annual Business Meeting of this Association.

*Section 3*. The chair of the Executive Council is to distribute the copies of the petition, together with any recommendations the Executive Council may wish to make, at all the academic sessions of the Association held prior to the Annual Business Meeting.

*Section 4*. Proposals for amendments are to be discussed and voted on at the Annual Business Meeting of the Association. Approval by a two-thirds majority of the members of the Association present and voting at the Annual Business Meeting is required for proposed amendments to become effective.

*Section 5*. The regular business meetings and program of this Association are always held at the same time and place as the Southwestern Social Science Association annual

meetings.

Article IX - Enabling Clause

*Section 1.* Copies of this proposed constitution are to be distributed at all academic sessions of the History Section [*i.e.*, The Southwestern Historical Association] of the Southwestern Social Science Association held prior to the Annual Business Meeting of the History Section [*i.e.*, The Southwestern Historical Association].

*Section 2.* This constitution shall go into effect when approved by a two-thirds majority of those present and voting at the Annual Business Meeting of the History Section [*i.e.*, The Southwestern Historical Association] of the Southwestern Social Science Association.

**ATTACHMENT—PART FIVE, 1a****ADDITIONAL OFFICERS, DIRECTORS, TRUSTEES, EMPLOYEES, AND  
INDEPENDENT CONTRACTORS**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Mailing address</u></b>	<b><u>Compensation amount</u></b>
Vernon L. Williams	Journal Editor Webmaster Corporation Designated Agent	ACU Box 28130 Abilene, TX 79699-8130	none