

**Resolution 2017-1.** The Executive Board hereby adopts the attached Bylaws, and sets the initial terms of the founding officers and directors as follows:

- \* The founding President (Carol Ellick) serves a three-year term, and then becomes Past President.
- \* The founding President-Elect (Eleanor King) serves a three-year term, and then becomes President.
- \* The founding Secretary (Jerry Sabloff) serves a two-year term.
- \* The founding Treasurer (Joe Watkins) serves a three-year term.
- \* The first founding Director (Joelle Clark) serves a four-year term.
- \* The second founding Director (Sherry Lerner) serves a three-year term.
- \* The third founding Director (Vin Steponaitis) serves a two-year term.

Notwithstanding § V.5 of the Bylaws attached, all founding officers and directors other than the President and President-elect are eligible for re-election to a second consecutive term.

*[Adopted by the Executive Board on March 15, 2017.]*

**BYLAWS**  
**of**  
**The Heritage Education Network, Inc.**

The Heritage Education Network, also known by the acronym “THEN” is organized exclusively as a professional membership organization established in the state of Maryland under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I**  
**Name and Location**

*Section 1. Name*

The name of this organization is The Heritage Education Network, hereafter called the “Organization.” It is a nonprofit corporation incorporated in the state of Maryland.

*Section 2. Offices*

Offices of the Organization are located in Maryland or elsewhere as may be determined by the Executive Board, hereafter called the “Board.”

**ARTICLE II**  
**Objective, Goals, and Organization**

*Section 1. Objective*

The objective of the Organization is to provide an alliance for those who use, manage, teach, or create information about past or present peoples and cultures.

*Section 2. Goals*

The goals are to use and encourage education as a means to protect and preserve the past for the future; to provide a forum and network for practitioners, professional educators, and the public to communicate and collaborate about heritage education; to develop standards, codes of ethics, best practices, and professional guidelines for heritage educators; to mentor individuals entering or practicing in the profession of heritage education; to share and publicize best practices and resources for practitioners; and to provide a venue for publication.

*Section 3. Organization*

As set forth in the Articles of Incorporation, the Organization consists of its members. It is governed by the Board, which, in addition to such duties as prescribed in these Bylaws, acts as the policy-making and administrative body. To achieve the Organization’s goals, the Board may establish committees, divisions, and task forces of its members; classes of membership with different dues and privileges; and formal relationships with other societies and associations that are allied with its interests.

## **ARTICLE III**

### **Membership**

#### *Section 1. Membership Privileges*

All classes of members enjoy the privileges of the Organization except where certain privileges are specifically restricted in the Bylaws. Membership is open to any person who subscribes to the objectives of the Organization, without regard to sex, race, religion, nationality, age, sexual orientation, disability, marital or veteran status.

#### *Section 2. Regular Member*

Any person who is engaged in archaeology, anthropology, history, formal and informal education, architecture, folklore, museology, interpretation, art history, and public outreach about cultural heritage may become a Regular Member. Others may also be approved by the Board as Regular Members.

#### *Section 3. Student Member*

Any person enrolled at an educational institution and pursuing a degree (Associate or higher) in a field of study related to some aspect of heritage education is eligible to become a Student Member.

#### *Section 4. Joint Member*

A Regular Member's spouse who supports the objectives of the Organization is eligible to become a Joint Member. Joint members and their spouses are eligible to receive one copy of all Organization member benefit products, which is sent to the spouse, except for election material, which is sent to both.

#### *Section 5. Associate Member*

Any person who supports the objectives of the Organization may become an Associate Member. Associate Members do not vote in the Organization's elections.

#### *Section 6. Membership Application*

Membership application procedures are established by the Board and set forth in its policies.

#### *Section 7. Non-Payment of Dues*

Any member whose dues are 30 days past due is temporarily suspended and all privileges of membership are discontinued. Members suspended for nonpayment of dues may be reinstated at any time upon payment of the current year's dues. If dues are not paid by the close of the current year, the membership is terminated.

#### *Section 8. Termination of Membership*

The Board, may, by two-thirds vote of the members present and voting, remove from the membership rolls any member whose acts are contrary to the ideas, objectives, and acceptable standards of the Organization as set forth in these Bylaws or Board policies or who otherwise makes improper use of membership in the Organization.

*Section 9. Affiliated Organizations*

Other organizations may petition to be designated by the Board as Affiliated Organizations. The fees and benefits for Affiliated Organizations are determined by the Board.

**ARTICLE IV**  
**Dues and Charges**

*Section 1. Annual Dues*

Membership dues are fixed by the Board. Rates and benefits may differ by membership class or by other criteria determined by the Board.

*Section 2. Payment Schedule*

Dues payment is based on the calendar year (January through December). Members may join the Organization at any time during the year. Dues are applicable to the calendar year in which the member paid, with the exception of members joining during the months of November and December when the dues payment is applied to the next calendar year.

*Section 3. Other Charges*

Registration fees for meetings and charges for other activities, services, and materials are determined by the Board.

**ARTICLE V**  
**Executive Board**

*Section 1. Authority and Responsibility*

The affairs of the Organization are managed and controlled and under the supervision of the Board, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board may adopt such rules and regulations for the conduct of its business as it deems advisable.

*Section 2. Composition*

The Board consists of the Officers and one or more additional Directors. The Officers are a President, a Treasurer, a Secretary, and, in alternate years, a President-Elect or a Past President. The size of the Board is set by its members; it may have no fewer than five and no more than nine members, including the Officers.

*Section 3. Student Liaison*

A nonvoting Student Liaison may be appointed by the President, with the approval of the Board. The individual serves a one-year term and may be reappointed for up to two additional terms. The Student Liaison advises the Board on the special needs and concerns of the student members and communicates Board decisions back to student members.

*Section 4. Qualifications*

Regular and Joint Members who are in good standing are eligible for election. Student Members are eligible only for the appointed Student Liaison position. Associate Members and Affiliated

Organizations are not eligible for Board positions.

*Section 5. Terms of Office*

Upon election to the presidency, an individual serves a year as President-Elect, followed by two years as President, followed by a year as Past President. All other elected Officers and Directors have three-year terms. All Officers and Directors remain in office until the Spring Board meeting following the election of their replacement. No regularly elected Officer or Director may serve for more than one consecutive term in the same office.

*Section 6. Vacancies*

If the President can no longer serve, the President-Elect or Past President assumes the duties of the office. For all other vacancies in officer positions, the Board appoints from its own members an officer pro tempore. Vacancies in Director positions are filled by appointment by the President, with the approval of the Board. All appointments subject to this section continue until the office is filled by a regular election. An interim Secretary, Treasurer, or Director appointed under this provision may run for the same office in the next regular election.

*Section 7. Resignation*

Any Board member (including Officers) and the Student Liaison may resign upon presenting a written communication to the President.

*Section 8. Removal*

Any Board member (including Officers) and the Student Liaison may be removed with or without cause by the affirmative vote of two-thirds of the Board members at which a quorum is present. Written notice of the proposed removal must be provided.

**ARTICLE VI**  
**Duties of the Officers**

*Section 1. President*

The President is the presiding officer of the Organization and of the Board. The President has powers and performs such duties as the Board may direct. The President manages the overall organization and works directly with the Board to further organizational goals. The President serves as an ex-officio member of all standing and special committees except the Nominating Committee and makes all committee appointments.

*Section 2. President-Elect and Past President*

The President-Elect and Past President, who serve in alternate years, assist the President in managing the Organization and furthering the Organization's goals. In the event of absence or disability of the President, these officers shall perform the President's duties.

*Section 3. Secretary*

The Secretary records the proceedings of all meetings of the Board and insures that appropriate archival procedures are used to safeguard the permanent files of the Organization. The Secretary provides a copy of all records to the President upon request. In the absence of the Secretary,

secretarial duties may be discharged by a Secretary pro tempore to be appointed by the Board. The Secretary oversees the organization's elections and notifies candidates of the outcome.

#### *Section 4. Treasurer*

The Treasurer keeps the accounts of the Organization and collects funds and disburses them under the direction of the Board. The Treasurer provides a written statement showing the financial condition of the Organization for any meeting of the Board, when requested. The Treasurer keeps proper books of the accounts showing all sums received by or due to the organization and all sums paid by or due from the organization and its other assets and liabilities. The books are at all times subject to inspection by the Board. The Treasurer has such power with respect to signing drafts, checks and other instruments, and incurring liabilities as the Board confers.

### **ARTICLE VII Executive Board Meetings**

#### *Section 1. Meeting structure and scheduling*

The Board holds at least two meetings a year, normally in the spring and fall. Meetings are held in locations determined by the President and approved by the Board. Written or electronic notice of the meetings is sent to each Board member at least 10 days prior to the meeting.

Board members may attend meetings in person or participate by way of a conference call or other electronic means that allows them to hear everyone in the meeting and be heard by everyone in the meeting. Participation by such means constitutes in-person presence of the member at the meeting.

#### *Section 2. Quorum and Voting*

At any Board meeting, a majority of the Board constitutes a quorum. Members may not vote at meetings by proxy. The Board may take action without a meeting only if the action is approved unanimously by the entire Board. The action must be described in writing and must gain written approval (electronically or on paper) from all Board members. The results of the decision are reported to the Board and shared with the Organization.

#### *Section 3. Absence*

A Board member absent from two consecutive Board meetings automatically vacates the seat. However, the Board may excuse any such absence by a majority vote.

### **ARTICLE VIII Nominations and Elections**

#### *Section 1. Nominating Committee*

The Nominating Committee selects candidates for the election as Officers and Directors. It is composed of the immediate past president and two Regular Members appointed by the President. Each member serves a two-year term. The immediate past president normally chairs the

committee; otherwise, the President may appoint the chairperson.

*Section 2. Duties of the Nominating Committee*

The Committee prepares a list of offices for which candidates must run in the upcoming Board elections, and informs the Organization's members about the procedures for submitting names to be considered. The Committee then nominates one or two candidates for each open position. All prospective nominees must indicate in writing their willingness to serve.

*Section 3. Election Procedures*

Voting commences by electronic ballot distributed at least 60 days before the fall Board meeting, and closes 30 days before the fall Board meeting. The candidate who receives the highest number of votes for a position wins. In the event of a tie, the Board selects the winner. The results of the election are announced by the Secretary at the fall Board meeting and are posted electronically to the membership.

## **ARTICLE IX**

### **Membership Meetings and Referendums**

*Section 1. Annual Business Meeting and Special Meetings*

The Board may establish an Annual Business Meeting of the Organization's membership when it deems appropriate. It may also call a Special Meeting of the membership at any time, with appropriate notice.

*Section 2. Referendums*

A referendum vote may held by ballot at any time upon the initiation of the Board or a signed petition to the Board by ten percent of the voting members. Referendum ballots are sent to members electronically. To have their votes counted, members must cast their ballots electronically not more than 15 days after the date these are sent. A majority of votes received constitute the deciding vote. The Secretary certifies the vote to the Board.

*Section 4. Voting*

Only voting members have the right to vote in meetings and referendums. At meetings, votes may be cast in person or by a ballot delivered by the member to the Organization. Members may not vote by proxy.

*Section 5. Quorum*

A quorum is presumed at any membership meeting called on at least 30 days written notice, sent either electronically or by mail. Otherwise, at least 25 percent of the voting members must be present for a quorum.

*Section 6. Rules of Order*

Except as otherwise specified in the Bylaws, Robert's Rules of Order governs the conduct of the Organization's meetings.

## **ARTICLE X Publications**

### *Section 1. Website and Other Electronic Communication*

The Organization maintains a website as the main method of communication to its membership and the public. Other social media such as Facebook and Twitter may also serve to keep members and the public connected and informed.

### *Section 2. Publications and Subscriptions*

The Board approves the creation of all publications and determines which ones are received by each class of member.

## **ARTICLE XI Committees**

### *Section 1. Committee Formation and Operation*

The Board has the power to create or dissolve committees and to establish policies with regard to committees. The President appoints the chair and members to committees with the advice and consent of the Board.

### *Section 2. Committee Types*

Committees established by the Board include, but are not limited to, the following: subcommittees of the Board, intended to facilitate the Board's work; standing committees that are specifically named in the Bylaws; advisory committees operating with broad descriptions that serve in an advisory or administrative capacity; and task forces that perform specific activities for a defined term.

### *Section 3. Presidential Advisory Council*

The Presidential Advisory Council includes all Past Presidents of the Organization. Its purpose is to advise the Officers of the Organization, who may turn to the Presidential Advisory Council for advice at any time. Said advice, however, is not binding upon the Board. Each President, upon becoming the immediate Past President, becomes a member of the Presidential Advisory Council and chairs the Council for the ensuing two years.

## **ARTICLE XII Fiscal and Legal Procedures**

### *Section 1. Fiscal Year*

The Board sets the fiscal year of the Organization.

### *Section 2. Fiscal Authority*

The Board receives by bequest, donation, or otherwise, either real or personal property or both, and hold the same absolutely or in trust, and invest, reinvest, and manage the same, and apply said property and the income arising therefrom to the purposes of the Organization except where



restricted by these Bylaws.

*Section 3. Funds*

The Board establishes and maintains designated funds as set forth in Board policy.

*Section 4. Annual Budget*

The Board adopts a budget each fiscal year.

*Section 5. Non-Compensation*

No member of the Board acting as an Officer or Director receives compensation for services rendered. Travel expenses personally incurred by Board members attending to the business of the Organization may be paid by the Organization in accordance with rules and procedures adopted by the Board.

*Section 6. Annual Financial Report*

The Board publishes an annual financial report.

*Section 7. Deficit Financing*

No financial obligation in excess of funds available in the treasury is assumed by the Board or by any officer on behalf of the Organization except when approved by a two-thirds vote of the Board.

*Section 8. Legal Counsel*

The Board may appoint legal counsel to act as general legal counsel and to advise in the legal affairs of the Organization.

## **ARTICLE XIII**

### **Dissolution**

The Organization uses its funds only to accomplish the objectives specified in these Bylaws, and no part of said funds may be used by or distributed to the members of the Organization. On dissolution of the Organization, any funds remaining will be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, to be selected by the Board.

## **ARTICLE XIV**

### **Amendments**

*Section 1. Proposal of Amendments*

Amendments to the Bylaws may be proposed by the Board on its own initiative or by a petition signed by a minimum number of voting members as established by the Board based on the current number of voting members in the Organization.

*Section 2. Approval of Amendments*

Amendments are approved by vote by a two-thirds vote of the Board, either electronically or by those present at a Board meeting.

[Last revised: March 12, 2017]