Business History Conference by-laws, August 15, 2024

Article I. Purpose

1. The Business History Conference (hereafter BHC) is an international organization based in the United States that has as its goal the encouragement of scholarship, teaching, and research in business history. Business history is used here in the broadest possible sense and encompasses not only the past activities of entrepreneurs, firms, and industries, but also the context in which these activities occurred and the relationship of these activities to the wider society.
2. The BHC sponsors an annual scholarly convention (ordinarily held in the Spring), publishes a learned journal, *Enterprise & Society*, maintains a website and hosts an electronic discussion list, H-BUSINESS.

Article II: Legal Status

1. The BHC is a nonprofit corporation under 501(c)(3) of the Internal Revenue Service code and chartered by the state of Virginia.

Article III: Administrative Structure

1. The BHC is administered by Officers and overseen by Trustees who are assisted by a number of Standing Committees and whatever ad hoc committees the Officers and Trustees may from time to time establish.

Article IV. Membership

1. Membership in the BHC is open to anyone who supports its goals contingent upon their payment of annual dues.
2. Membership is divided into two categories: student and regular. All members have full voting privileges and are entitled to receive one copy of all BHC-sponsored publications (including *Enterprise & Society*). Student members pay dues at a reduced rate that is established by the Trustees.
3. Members are encouraged to attend the annual scholarly convention, for which there is a separate registration fee, and to take part in the annual members meeting, which takes place at the convention.
4. The members meeting provides the Officers and Trustees with a forum in which to discuss the business of the BHC with the members and gives members the opportunity to raise issues of concern and to make suggestions. The membership meeting is chaired by the President, and includes brief formal reports by the Secretary, the Treasurer, the editor of *Enterprise & Society*, and any others whom the Trustees think appropriate.

Article V. Officers

1. The BHC has four Officers: President, President-Elect, the Secretary, and the Treasurer. Each Officer is elected by the members, upon the nomination of the Nominating Committee,

and, in the case of the Secretary and the Treasurer, the prior endorsement of the Trustees. The President and President-Elect serve for one year, the Secretary and the Treasurer for four years.

Terms begin and end at the close of the annual scholarly convention, which is ordinarily in the Spring. The President-Elect automatically succeeds the President upon the completion of his or her term. Neither the President nor the President-Elect is eligible for re-election to the post of President. The Secretary and the Treasurer are eligible for re-election.

2. No Officer can serve simultaneously as a Trustee.

3. Should the office of President fall vacant for any reason, the responsibilities of office are assumed by the President-Elect. Under these circumstances, the President-Elect becomes Acting President and, in consultation with the Trustees, appoints an interim President-Elect to serve until the next annual election. At the time of that election, the Acting President becomes President and the membership chooses, as in the ordinary course of events, a new President Elect.

4. Should the office of President-Elect fall vacant for any reason, the President, in consultation with the Trustees, appoints an interim President-Elect to serve until the next annual election, at which the membership chooses both a President and a President-Elect.

5. Should the office of Secretary or the office of Treasurer fall vacant for any reason, the President, in consultation with the Trustees, appoints an interim Secretary or interim Treasurer to serve until the next annual election.

Article VI. Responsibilities of Officers

1. Officers oversee the ongoing administration of the BHC and execute the policies that have been decided upon by the Trustees.

2. The President presides at all meetings of the Trustees, chairs the annual members meeting, and fills vacant positions in the various Standing Committees, taking care to consult with the Secretary, the Treasurer, and other officers as appropriate. At the annual scholarly convention at the close of his or her term in office, he or she delivers an address to the members. 3. The President may, in consultation with the Trustees, establish ad hoc committees and appoint delegates to affiliated organizations. The President may, in consultation with the Electronic Media Oversight Committee and with the approval of the Trustees, fill temporarily any unanticipated vacancies at H-BUSINESS. The President may, in consultation with the Electronic Media Oversight Committee and with the approval of the Trustees, fill temporarily any unanticipated vacancies at the website. The President may, in consultation with the Print Media Oversight Committee and with the approval of the Trustees, fill temporarily any unanticipated editorial vacancies at *Enterprise & Society*.

4. The President-Elect appoints a Program Committee for the scholarly convention at the end of his or her presidential term and designates one of the members of the committee as its chair. He or she picks a theme for the convention and, if he or she so chooses, organizes an invitational plenary session.

5. The Secretary maintains the administrative files of the BHC, conducts routine correspondence, coordinates elections, takes minutes at Trustees' meetings and the annual members meeting, and serves as a liaison between the Officers, the Trustees, the Standing Committees, prize committees, any ad-hoc committees convened by the Trustees, and the members. With appropriate administrative assistance, he or she coordinates member affairs,

serves as a nonvoting advisor to the Program Committee, presents a brief report at the annual members meeting, and proposes a location for the annual scholarly meeting to the Trustees. It is

also the responsibility of the Secretary to ensure that the time and location of the annual members meeting is disseminated to the members in a timely and effective fashion. 6. The Treasurer, with appropriate administrative support, receives all dues, registration fees, and other funds, and deposits and maintains them in accordance with the recommendations of the Investment Committee and the approval of the Trustees. He or she keeps the member rosters up to date, maintains all financial records (including financial details relevant to the annual meeting), files all tax forms and other legal documents as required by law, and prepares an annual budget in accordance with the recommendations of the Budget Committee and the approval of the Trustees. The Treasurer is responsible for ensuring that all outstanding debts are settled promptly and that financial records are in good order and available for inspection. 7. At all times, the accounts of the BHC are to be kept distinct from the accounts of the annual scholarly convention.

Article VII: Trustees

1. The Trustees of the BHC are twelve individuals elected by the members to staggered three year terms, with four positions open for election each year.
2. The Trustees meet regularly at or immediately prior to each annual scholarly convention. Trustee terms begin and end at the close of the annual scholarly convention. Trustees are eligible for re-election but not for successive terms. No Trustee may serve simultaneously as an Officer.
3. The Officers of the BHC attend all Trustee meetings as nonvoting advisors. The past president serves as a nonvoting advisor for one year following the expiration of his or her term. Under ordinary circumstances, the Trustees meetings are open to the members. 4. The President or any five Trustees may call an ad hoc Trustees' meeting at any time, provided the Trustees are notified by the Secretary at least ten days in advance. Such ad hoc meetings may occur via conference call or web conference.
5. The Secretary should provide Trustees with materials for the regular meeting with sufficient lead time to allow them to read them in advance – ideally two weeks before that meeting. 6. Five Trustees constitute a quorum. If a majority of the Trustees is not in attendance at a Trustees' meeting, all actions must be approved by a majority of the Trustees either by mail or electronic communication.
7. Trustees are not personally liable to the creditors of the BHC.

Article VIII: Responsibilities of Trustees

1. The Trustees exercise stewardship over the BHC's assets, activities, and reputation, and decide all major policy matters. They have the sole authority to set member dues, and are responsible for considering in a timely fashion any suggestions made by members at the previous members meeting.
2. Trustees are expected to participate in the annual Trustees' meeting, which is customarily held during or immediately prior to the annual scholarly convention. They are strongly encouraged to attend the three scholarly conventions during their term in office, and to sit in on the Trustees' meeting that immediately follows the announcement of their election.

3. Trustees approve the location of upcoming scholarly conventions. Trustees appoint the following: the editors of *Enterprise & Society*, the editors of H-BUSINESS, the Digital editor, and representatives to any electronic media organizations with which the BHC may be affiliated.

Trustees also confirm appointments to the editorial board of *Enterprise & Society* upon the recommendation of the editors of *Enterprise & Society* and the editorial board of H-BUSINESS upon the recommendation of the editors of H-BUSINESS. Every four years the Trustees are responsible for endorsing the recommendation of the Nomination Committee for the Secretary and for the Treasurer prior to their election by the members. Should the offices of President, President-Elect, Secretary, or Treasurer fall vacant unexpectedly, the Trustees are responsible for consulting with the President and/or the President-Elect in filling the position. The Trustees are responsible for filling all vacancies in a timely fashion.

4. Each Trustee typically serves on at least one Standing Committee or Ad Hoc Committee during his/her term.

5. The Trustees have the authority, in extraordinary circumstances, to suspend Officers who have been grossly negligent. A two-thirds majority of the Trustees is required. 6. The Trustees may, in consultation with the President, establish such ad hoc committees as they see fit.

7. The Trustees may adopt any rules and regulations for the conduct of their business that are not inconsistent with these bylaws. These rules and regulations are binding on the BHC and its members.

Article IX: Elections

1. Officers, Trustees, and members of the Nominating Committee are selected in annual elections by the members. The Nominating Committee puts forward at least two candidates for each open position on the Board of Trustees and the Nominating Committee. The ballot will also include the names of any additional candidates who have been nominated by petitions signed by at least twenty other members.

2. Members receive their ballots via email at least two months prior to the annual scholarly convention. All candidates are required to prepare, for distribution to the members, brief statements describing their background and involvement in the organization. All voting takes place via a secure website, with links provided by email to members.

3. The results of the election are certified and announced to the members via electronic communication by the Secretary.

Article X: Print Media

1. The BHC publishes a journal, *Enterprise & Society*. The editor and associate editors of the journal are appointed by the Trustees on the recommendation of the Print Media Oversight Committee. Editors serve a four-year term; Associate Editors may be appointed for any length of term up to four years. Editorial positions are renewable; they also are revocable by a two- thirds vote of the trustees. The editor of *Enterprise & Society* makes a written report of the journal's activities to the Trustees in a timely fashion prior to the Trustees' annual meeting, and the editor or a designated representative is available at this meeting to address questions raised by the Trustees. The editor also makes a brief report at the members meeting.

2. The editorial board of *Enterprise & Society* is appointed by the editors of *Enterprise & Society*, with confirmation by the Trustees.

3. The Treasurer will serve as a liaison with the publisher of *Enterprise & Society*, proposing changes to the publishing contract in conjunction with the recommendations of the Print Media Oversight Committee.

Article XI: Electronic Media

1. The BHC sponsors an electronic discussion list, H-BUSINESS. The editors of H-BUSINESS are appointed by the Trustees on the recommendation of the Electronic Media Oversight Committee following a canvass of H-BUSINESS list members by the Committee. Editors each serve a three-year, staggered term. One Editor serves as Senior Editor, responsible for providing leadership and guidance to the H-Business moderating editors. People with experience as Moderating Editor will be given first consideration as candidates for Senior Editor. All editors must be members of the BHC. Editorial positions are renewable.
2. The BHC sponsors, oversees, and owns a website. A Web Administrator, Senior Web Administrator, and Digital Editor are appointed by the Trustees on the recommendation of the Electronic Media Oversight Committee. The Web Administrator, Senior Web Administrator, and Digital Editor each serve a three-year term. Each position is renewable. The Web Administrator is responsible for keeping the website's IT infrastructure in good working order. This includes maintaining secure accounts for BHC members and other users to enable interactive data sharing for the BHC community, such as uploading prize nominations or submitting paper or panel proposals to the Program Committee to consider for the annual scholarly convention. The Senior Web Administrator serves in an advisory capacity. Both the Web Administrator and Senior Web Administrator report to the Digital Editor. The Digital Editor is responsible for posting on the website items of interest to the membership, including notices of upcoming scholarly conventions, materials forwarded by the editors of *Enterprise & Society*, and other resources of broad interest to the membership. The Digital Editor is also responsible for maintaining accurate records of current and historical officers, directors, and committee members of the BHC. The Digital Editor is responsible for developing new areas of content for the BHC website. 3. The H-Business Senior Editor, the Web Administrator, and the Digital Editor each makes a written report to the EMOC of the activities under their responsibility in a timely fashion prior to the Trustees' annual meeting.
4. H-BUSINESS is conducted by a Managing Editor (or Editors) and overseen by the BHC's Electronic Media Oversight Committee.
5. The BHC appoints members to serve as representatives to any electronic media organizations with which the BHC may be affiliated. These representatives are appointed by the Trustees on the recommendation of the Electronic Media Oversight Committee. Each a two-year term. The terms are renewable.

Article XII. Meetings

1. The BHC sponsors an annual scholarly convention at which members present research and discuss topics of mutual interest. This event is ordinarily the occasion for the annual members meeting and the annual meetings of the Trustees.
2. The Secretary is responsible for notifying the members of the time and place of the annual

scholarly convention no later than at the preceding annual meeting. The Treasurer will in all cases identify locations and times in consultation with the other officers and the Board of Trustees and will strive to settle on locations two years in advance of the annual meeting.
3. The BHC neither sponsors nor promotes events in locations where policies for membership or use are discriminatory or restricted on the basis of race, creed, gender, physical limitation,

sexual orientation, or other factors as determined by the Trustees.

Article XIII. Committees

1. The BHC has ten standing committees: an Executive Committee, a Nominating Committee, a Program Committee, a Grants and Prizes Committee, a Budget Committee, an Investment Committee, a Print Media Oversight Committee, an Electronic Media Oversight Committee, an Emerging Scholars Committee, a Scholarly Society Liaison Committee, and a Diversity, Equity, and Inclusion Committee.
2. Members of the Nominating Committee are elected by the members. Members of the Print Media Oversight Committee and the Electronic Media Oversight Committee are drawn from the Trustees and appointed by the President. Members of all other committees are appointed by the President with the approval of the Trustees. At least one member of the Diversity, Equity, and Inclusion Committee should be drawn from the Trustees and appointed by the President. In addition, at least one member should be an Emerging Scholar.
3. It is a policy of the BHC to staff all standing committees in such a way as to encourage the involvement of its members.
4. Ad hoc committees may be established by the President or the Trustees in consultation with the other.

Article XIV. Responsibilities of the Standing Committees

1. The Executive Committee consists of the President, the President-Elect, the Secretary, and the Treasurer. The committee is responsible for handling urgent situations that may arise in between the Trustees' meetings and typically stays in contact throughout the year via email communication. Meetings, which may take place by web conference or conference telephone call, can be initiated by either the President, the Secretary, or the Treasurer. All decisions must reflect the views of a majority of the committee.

2. The Nominating Committee consists of three individuals. The chair is the immediate Past President. The members elect the other two individuals to staggered two-year terms. Terms begin and end at the close of the annual scholarly convention, which is ordinarily in the Spring. The Nominating Committee actively solicits and recruits nominations from the members. Each year, at least four months prior to the annual scholarly convention, the Nominating Committee presents to the Secretary one candidate for the office of President-Elect and at least two candidates for each open position on the Board of Trustees and the Nominating Committee. Once every four years, the Nominating Committee recommends to the Trustees at least one candidate for Secretary and at least one candidate for Treasurer. Trustees and Officers are ineligible to serve on the Nominating Committee during their term in office. 3. The Program Committee normally consists of a chair and three to five individuals, including

the President-Elect. The committee is appointed by the President-Elect in advance of the previous year's annual meeting, so that the committee can be announced then, as part of the call for papers for the next year's meeting and serves from appointment through the conclusion of that meeting. The President-Elect designates one member as the chair. At least one member of every Program
Committee must have completed his or her formal education within the past ten years. 4. The

Secretary, the Treasurer and the President-Elect should identify a Local Arrangements Chair at least fifteen months in advance of a given annual meeting, to facilitate convention planning. The Treasurer and the Local Arrangements Chair serve as non-voting advisors to the program committees.

5. The President-Elect is responsible for choosing the theme for the annual meeting and works with the Program Committee to issue the call for papers and curate any plenary sessions or invited panels; the committee should meet at least four months in advance of the annual meeting to select the papers and organize the sessions. They are to ensure that each panel has chairs and commentators and that due consideration has been given to proposals from individuals who are new to the organization and/or reside outside of the United States.

The Program Committee should further seek to construct an inclusive meeting that reflects the many approaches to business history, as well as the diversity of backgrounds and experiences among business historians. When paper proposals have equal merit, the committee is encouraged to favor those individuals who have not presented a paper at the previous scholarly convention. The Program Committee is also responsible for coordinating the dissemination of convention information (including working with the BHC Digital Editor and the Secretary to post all relevant convention information on the BHC's website). The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is to be available at this meeting to address questions raised by the Trustees. 6. The Grants and Prizes Committee consists of three individuals, one of whom is appointed each year by the President. Each member serves a three-year term. The senior member serves as chair. This committee oversees awarding of any prizes that the BHC may have established according to rules specified by the Trustees. Members of this committee are ineligible to receive any prize that has been sponsored by the BHC during their tenure on this committee. This committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is available at this meeting to address questions raised by the Trustees.

7. The Budget Committee consists of the Past-President on the Board, the immediate Past President, President, and President-Elect. The President acts as chair. The committee is responsible for working with the Treasurer to develop both the BHC's annual budget and its long term budgetary strategy. The Treasurer will submit an annual budget proposal to the Committee with an explanatory preamble soon after January 1 of each year. The Committee will make queries and recommendations to revise that proposal as needed in a timely fashion. If the Committee has concerns that are not addressed in the proposed budget or that call for Trustees' deliberation, it will submit a written report to the Trustees within a month of receiving the Treasurer's proposal. This report may include recommendations regarding the proposed budget. The Committee may also provide recommendations and guidance for long-term budgetary strategy and fundraising, as appropriate or as requested. The Trustees will have the opportunity to discuss annual budgets and any Committee reports online and again at the annual meeting. The Committee will also be available to guide the President and Treasurer on

expenditures when demands or requests arise unexpectedly with too little advance notice for consultation with the Trustees.

8. The Investment Committee consists of three members, one of whom is appointed each year by the President. Each member serves a three-year term. The senior member serves as chair. The committee is responsible for making recommendations to the Treasurer, on the approval of the Trustees, respecting the investment of all funds, financial assets, and endowments of the

BHC, including the Chandler Fund. In making investments, the committee at all times behaves as a prudent fiduciary. The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is available at this meeting to address questions raised by the Trustees.

9. The Print Media Oversight Committee consists of three Trustees, one of whom is appointed each year at the beginning of his or her term by the President. Each serves a three- year term. None can be editors or associate editors of Enterprise & Society, though members may be drawn from the editorial advisory board. The senior member serves as chair. The committee serves as a liaison between the BHC and the editors of Enterprise & Society and acts as a standing search committee to recommend to the Trustees possible editors as such vacancies may occur. It is also responsible for overseeing any other publishing ventures that the BHC may pursue. The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting.

10. The Electronic Media Oversight Committee consists of three Trustees, one of whom is appointed each year at the beginning of his or her term by the President. Each serves a three year term. None can be editors of H-BUSINESS, though members may be drawn from the editorial board. The senior member serves as chair. The committee serves as a liaison between the BHC and H-BUSINESS and the BHC and its website, and acts as a standing search committee to recommend to the Trustees possible H-BUSINESS and Digital editors and representatives to electronic media organizations as such vacancies may occur. All vacancies are to be filled in a timely fashion. The committee is responsible for monitoring the relationship between the BHC and electronic media organizations, along with the BHC representative to such organizations. The committee is responsible for encouraging the continuing recruitment of H BUSINESS editors and board members of individuals from outside of North America. The committee also advises the Digital Editor on matters of policy and procedure, and keeps track of the terms of the various electronic editors and editorial board members. The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. 11. The Emerging Scholars Committee consists of six individuals, two of whom are appointed each year by the President. Each member serves a three-year term. The senior members serve as co-chairs. This committee oversees the Emerging Scholars Reception held at the annual meeting; sponsors annual meeting sessions on professional issues of importance to graduate students and junior faculty; and promotes networks between new members of BHC, younger scholars, and other scholars who are developing their interests in business history, as well as between those constituencies and long-time BHC members. This committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is available at this meeting to address questions raised by the Trustees.

12. The Scholarly Society Liaison Committee typically consists of at least four members for three-year terms, with the President appointing new members to fill vacancies as they arise. The member in her/his third year of service serves as chair. The committee is responsible to solicit BHC members to prepare scholarly sessions and to work with members of the program committees of societies such as the American Historical Association and the Organization of American Historians to place those sessions on their annual programs. The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is available at this meeting to address questions raised by the

Trustees.

13. The Diversity, Equity, and Inclusion Committee consists of three members, one of whom is appointed each year at the beginning of their term by the President. Each serves a three year term. The senior member serves as chair. At least one member of the committee should be a Trustee and at least one member should be an Emerging Scholar. The committee is responsible for ensuring that the BHC encourages broad and diverse participation in the organization and annual meeting, as consistent with the BHC's Commitment to Principles. It will liaise or work with other BHC committees as needed. The committee makes a written report of its activities in a timely fashion prior to the Trustees' annual meeting. At least one member of this committee is available at this meeting to address questions raised by the Trustees.

Article XV. The BHC Doctoral Colloquium

1. The BHC organizes an annual Doctoral Colloquium that will take place over the course of a day or its equivalent immediately prior to each BHC annual meeting in the same city as the annual meeting. The Trustees and Officers will determine the name of the Colloquium. The Trustees select a Doctoral Colloquium Director, whose term will be three years. No director should serve more than two consecutive terms.

2. At the end of the second year of a sitting Director's first term, the President, in consultation with the Past-President and President-Elect, will either re-nominate the current director for a second term, or initiate a process to nominate a different BHC member for the next term. During the second year of a reappointed Director's second term, the President must initiate a process to nominate a new Director.

In the case of a proposed reappointment, the President should forward the matter to the Board of Trustees for approval.

Whenever the process involves consideration of a new Director, the President should issue a call for applications, asking applicants to discuss relevant experience (advising doctoral students; running programs) and specify their goals for the Colloquium. After a review of applications, the President, Past President, and President-Elect should then choose a candidate to forward to the Board of Trustees for approval.

The Director's responsibilities include keeping all pertinent records. The Director will present the Colloquium Committee and Trustees with a brief outline of each year's Colloquium, including a summary of the students' evaluations, within four months of the annual meeting. 3. Faculty will include the President-Elect, if possible. The Director will select at least three additional faculty participants. Goals for recruiting faculty include achieving balance in whatever dimensions seem appropriate. The composition of the faculty should be determined at least six months before the annual meeting.

4. The BHC will recruit students as part of each annual meeting's call for papers. It will also broadcast calls on H-Business and the BHC email list, as well as pursue other recruiting options as deemed useful. Applications will include a statement of interest, a preliminary or final dissertation prospectus/research plan, a CV, and a letter of recommendation from an advisor that is sent directly to the BHC. Applications will be due five to six months before the annual meeting, and students will be notified of the results approximately four months before the annual meeting. The Director and faculty

will select up to ten students from among the applicants. Financial restrictions may affect the actual number accepted in any given year. The Director should select a Graduate Student Liaison for each Colloquium from among the previous year's participants. The Liaison assists with logistics and helps to run Colloquium sessions.

Article XVI. Dissolution

1. Upon the dissolution of the BHC, the Board of Trustees shall, after paying or making provision for the payment of all outstanding liabilities, dispose of all of its assets to such organization or organizations that have a similar purpose. Such an organization or organizations is or are to be set up and operated exclusively for charitable, educational, or scientific purposes as shall at the time render them "exempt" under Section 501(c)(3) of the Internal Revenue Code of 1954, or under the corresponding provision of any future United States Internal Revenue Law.

Article XVII. Amendments

1. Members of the BHC may at any time submit amendments of these By-Laws to the President, who has the responsibility to present them to the Trustees for consideration at the next regular Trustees' meeting or through an ad hoc meeting called with sufficient notice and carried out by conference call or web meeting. The President, in consultation with the Trustees, may also develop proposed amendments to the By-Laws.
2. Once the trustees have agreed to proposed amendments or revisions to these By-Laws, the Executive Committee will be responsible for preparing:
· A summary document describing the change or changes
· A document showing the current form of the bylaws and revised text In addition, the Executive Committee will distribute these documents to the membership for a one-month comment period, in which members can raise questions or concerns. After the comment period, the President and Trustees may choose to adjust the proposed revisions, taking care to inform the membership of any such adjustments at least one month in advance of any membership vote.
3. No amendment to the By-Laws can be adopted that has not been approved by either two thirds or six members of the Board of Trustees, whichever is larger. This provision pertains to both any initial By-Law Amendments, and any further adjustment after a comment period. Should the Trustees recommend that the amendment or amendments be adopted, there are two mechanisms through which the membership can ratify those amendments. The first option involves the Members Meeting at the Annual Meeting. Should the Trustees deem it expedient, the amendment or amendments are to be presented to the members at the next regular Members Meeting. Here they are confirmed, amended, or rejected by a majority vote of the members, provided a quorum is present. Successful amendments voted on in this

way go into effect immediately. For the purposes of amending the By-Laws at a members meeting, ten percent of the members of the BHC constitutes a quorum.
5. Alternatively, the Trustees may, at their discretion, poll the members by electronic ballot in conjunction with the annual election. To succeed in an electronic ballot, an amendment or package of amendments must secure a majority vote of the ballots received, with at least 25% of the membership voting. Should the amendment(s) succeed, it goes into effect as soon as the results are communicated to the members by the Secretary.