

ARTICLE I - GENERAL PROVISIONS

Section 1.01. Name. The name of the corporation is SOCIETY FOR INDUSTRIAL ARCHEOLOGY (hereinafter "the Society").

Section 1.02. Principal Office and Registered Agent.

a) Obligation to maintain. The Society shall have and maintain in the District of Columbia a registered agent and a principal office.

Principal office. The address of the principal office of the Society is:

4628 49th St. NW Washington, DC 20016-4321 b) Registered Agent. The registered agent of the Society is Robert M. Vogel and the address of such registered agent is as shown in Section 1.02 (a).

Section 1.03. Principal Place of Business. The principal place of business of the Society is as shown in Section 1.02 (a). The Society may also have offices at such other places as the Board of Directors may determine.

ARTICLE II - BOARD OF DIRECTORS

Section 2.01. General Powers. The business and affairs of the Society shall be managed by its Board of Directors (hereinafter the "Board"). The Board shall have the authority to contract with any individual, society, or organization, however constituted, for services which when performed will carry out, in whole or in part, the purposes and functions of the Society.

Section 2.02. Annual Reports. The Board shall present to the members of the Society at their Annual Business Meeting a report of the affairs of the Society.

Section 2.03. Number; Qualifications. The number of directors of the Society shall be not less than eleven (11), and shall consist of voting and non-voting members as follows:

a) Voting members. There shall be twelve (12) voting members:

(i) Seven (7) directors who shall be elected by the members of the Society;

(ii) the four (4) officers of the Society, who shall serve as ex-officio directors;

(iii) one (1) additional ex-officio director who shall be the immediate Past President of the Society.

b) Non-voting members. There shall be an indefinite number of non-voting members:

(i) two (2) ex-officio members who shall be the editor of the Society's newsletter and the editor of the Society's journal;

- (ii) Additional ex-officio members who shall be the duly appointed committee chairpersons;
- (iii) additional ex-officio members who shall be the elected president (or his/her appointed representative) of each duly authorized local chapter of the Society;
- (iv) an additional ex-officio member who shall be the Executive Secretary of the Society duly hired or appointed by the Board of Directors.

Section 2.04. Term; Vacancies.

- a) Each director shall hold office until his/her successor is elected and qualified, or his/her earlier resignation, removal from office, or death. Vacancies until the next scheduled election shall be filled by a majority vote of the Board at a duly constituted meeting.
- b) Each director, other than ex-officio directors, shall hold office for three (3) years and shall not be eligible to serve a consecutive term.
- c) The President and Vice President each shall serve a two (2)-year term and shall not be eligible to serve consecutive terms.
- d) The Secretary and Treasurer each shall serve a three (3)-year term and shall be eligible to serve consecutive terms.
- e) The immediate Past President shall serve a two (2)-year term.
- f) The editors shall serve at the pleasure of the Board.
- g) The Executive Secretary shall serve at the pleasure of the Board.

Section 2.05. Election of Directors and Officers.

- a) Nominations. The Nominations Committee shall select a number of candidates from the membership in good standing for officers and directors of the Society to be filled by election at the Annual Business Meeting of the members of the Society. The Nominations Committee shall request suggested nominations by the members by means of a printed announcement at least thirty (30) days prior to selection by the Nominations Committee. No candidate may be nominated by the Nominations Committee without the prior consent of the candidate.
- b) Notice. At least seventy (70) days prior to the date of the Annual Business Meeting each member of the Society shall receive the slate of candidates.
- c) Additional Nominations. Additional nominations may be made in writing over the signatures of no fewer than twelve (12) members in good standing and delivered so as to reach the office of the Society (or other address as specified) not less than forty-two (42) days before the Annual Business Meeting.

d) Election Procedure. Each member of the Society shall be entitled to one vote for one candidate for each post to be filled. Election shall be by a majority of those members voting and shall be by written ballot at the time of the Annual Business Meeting. Ballots shall be forwarded to the members at least twenty-eight (28) days prior to the Annual Business Meeting, and shall be returned to a designated place by the date set on them or they will be invalid. The Board shall establish such additional election procedures, consistent with the law, Articles of Incorporation, and these bylaws, as it deems fair and orderly.

ARTICLE III - MEETINGS OF THE BOARD

Section 3.01. Regular Meetings. The Board shall hold a regular meeting at the time of the Annual Conference of the Society.

Section 3.02. Special Meetings. Special meetings of the Board may be called by the President or, in his/her absence, by the Vice President of the Society, or by any three (3) members of the Board. In such case, the Secretary shall give at least thirty (30) days written notice to Board members of the time, place, and purpose of the meeting.

Section 3.03. Manner of Acting. A quorum for the transaction of business at any meeting of the Board shall consist of six (6) voting members. The act of the majority of Board members present, and eligible to vote, at meeting at which there is a quorum, shall be the act of the Board.

ARTICLE IV - COMMITTEES

Section 4.01. General Power. The President shall have the power to establish and disband various advisory committees, both standing and special, and their respective chairpersons, with the advice and consent of the Board, with the exception of the Nominations Committee, which shall be elected by the members of the Society.

Section 4.02. Service of Committees. The Board may appoint one or more advisory committees and their respective chairpersons. Such advisory committees shall advise and aid the Board in all matters designated by the Board. The number of members serving on any said committee shall be not less than two (2).

Section 4.03. Local Chapter Committee. The Board shall appoint a chairperson of the Local Chapters Committee to maintain liaison with the Society's local chapters, and to keep a current file of adopted bylaws, annual financial reports, and minutes and activity reports of each chapter. The chairperson shall make an annual composite report of the state of the chapters to the Board, and to the Society's membership in a manner set forth by the Board.

Section 4.04. Nominations Committee. There shall be a Nominations Committee, established to nominate candidates for officers and directors. The Nominations Committee shall consist of four (4) members as follows:

- a) one current member of the Board appointed by the President;
- b) three (3) members-at-large elected by the membership of the Society at the Annual Business Meeting.

ARTICLE V - MEMBERSHIP

Section 5.01. Members. Members shall be those who have paid dues to the Society for the calendar year.

Section 5.02. Honorary Membership. The Board may confer Honorary Membership on any individual who it deems has made a singular contribution to the field of industrial archaeology. Honorary membership shall be conferred at such time and under such terms as the Board determines is appropriate.

Section 5.03. Rights of Members. Except as otherwise provided in these Bylaws or required by law, each Regular, Student, Contributing, or Sustaining member shall be entitled to vote (on such matters as the Board shall, by resolution, put to a vote of the members), hold office, receive publications, and in all other ways enjoy the privileges of full membership. Institutional, Corporate, and Honorary members are entitled to all mailings and publications of the Society, but may not cast a ballot in any election or meeting, or hold any office.

Section 5.04. Dues. The annual dues for all classes of membership shall be established by a majority vote of the membership at the Annual Business Meeting at which the members accept the bylaws. Thereafter, the individual membership dues shall be changed only by a majority vote of the members attending an Annual Business Meeting or responding to a mail ballot sent to all voting members. Any increase in individual members' dues must first be proposed by the Board and circulated to the membership at least thirty (30) days in advance of the calendar year for which the dues are to be increased. Any member who has not paid his/her annual dues by the date specified for the issuance of the ballot will be considered to have terminated his/her membership in the Society for that year. Dues for all other categories, including a surcharge for postage and handling for members living outside the United States and Canada, may be changed by a majority vote of a quorum attending any Board Meeting.

Section 5.05. Expulsion or Suspension for Members. Any member may be expelled or suspended as the Board shall determine, for conduct on his/her part prejudicial to the welfare, interest, or character of the Society, by affirmative vote of a two-thirds (2/3) majority of the voting members of the Board.

Section 5.06. Roll of Members. The Executive Secretary of the Society shall keep a roll of members of the Society showing for each member his/her address and such other information, as the Executive Secretary deems appropriate.

ARTICLE VI - MEETINGS OF MEMBERSHIP

Section 6.01. Annual Business Meeting. The Annual Business Meeting of the members shall coincide with the Society's Annual Conference, to be held at a place fixed by the Board. Written notice of the time and place of such meeting shall be sent to each member of the Society at least thirty (30) days in advance of the date fixed for such meeting.

Section 6.02. Conduct of Meetings. All meetings of the Society shall be conducted according to Robert's Rules of Order, except where the bylaws of the Society supersede them.

Section 6.03. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the Board or by a simple majority of the members of the Society. Whenever, in the judgment of the Board, any questions arise that should be put to a vote of the membership, and when it deems it inexpedient to call a Special Meeting for such purposes, the Board may, unless otherwise required by these bylaws, submit such matter to the membership in writing by mail for vote and decision, and the question thus presented will be determined according to a majority of the votes received by mail within thirty (30) days after such submission to the membership just as though the votes were cast at any meeting of the Society provided that in each case votes of at least two-thirds (2/3) of the members entitled to vote are received. Any and all actions taken in pursuance of mail vote in each such case will be binding.

ARTICLE VII - OFFICES

Section 7.01. Number; Qualification. The officers of the Society shall be a President, Vice President, Secretary and Treasurer. The same person may hold no two or more offices at the same time.

Section 7.02. Elections; Appointment; Term of Office. The officers of the Society shall be elected at the Annual Business Meeting of the members of the Society. Each officer shall hold office for the term specified in this Article VII and until his/her successor shall has been duly elected and shall have qualified, or until his/her death, resignation, or removal. To be eligible for nomination for the office of President or Vice President, a candidate shall have served on the Board for a minimum of one (1) year as a voting member.

Section 7.03. Removal. Any officer or agent of the Society may be removed from his/her position as an officer or agent by a majority vote of the Board whenever in its judgment the best interests of the Society will be served thereby.

Section 7.04. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board until the next regularly scheduled election.

Section 7.05. President. The President shall be the principal executive officer of the Society and, subject to the control of the Board, shall in general supervise and control all the business and affairs of the Society and shall see that all orders and resolutions of the Board are carried into effect. He/she shall be a member of the Board and shall preside at all meetings of the members of the Board. The President may sign, together with the Secretary or any other proper officer of the Society authorized by the Board, any instruments that the Board has authorized to be executed, except in those cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Society, or be required by law to be otherwise signed or executed; he/she shall be present at each Annual Business Meeting of the members and at the first meeting of the Board following the Annual Business Meeting of the members shall present a full and clear statement of the business and conditions of the Society; and in general shall perform all duties as may be prescribed by the Board from time to time. The President shall, with the advice and consent of the Board, appoint the chairpersons of each standing and special committee. The President shall, in addition, have all other powers not inconsistent with law and these bylaws as shall from time to time be conferred by the Board.

Section 7.06. Vice President. The Vice President shall be a member of the Board and shall in the absence or disability of the President perform the duties and exercise the authority of the President; and in general perform all duties as from time to time may be assigned to him/her by the President or the Board.

Section 7.07. Secretary. The Secretary shall be a member of the Board and shall: (i) keep the minutes of the members' and Board meetings; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the Society's records and of the seal of the Society and see that the seal of the Society is affixed to all documents and attested to by his/her signature or by the signature of the Treasurer, the execution of which on behalf of the Society under its seal is duly authorized; and (iv) in general perform all duties as from time to time may be assigned to him/her by the President or by the Board.

Section 7.08. Treasurer. The Treasurer shall be a member of the Board. The Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board shall determine. He/she shall: (i) have charge and custody of and be responsible for all funds and securities of the Society, the keeping of accurate and full accounts of receipts and disbursements in books belonging to the Society, and deposit all such Monies and any other valuable effects in the name of the Society in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; and (ii) submit a report of the financial condition of the Society at the Annual Business Meeting; and (iii) in general perform all of the duties as from time to time may be assigned by the President or by the Board.

ARTICLE VIII - EDITORS AND EXECUTIVE SECRETARY

Section 8.01. Editors. The editors shall be responsible for carrying out the publication program of the Society in accordance with the publication policy as established by the Board.

Section 8.02. Executive Secretary. The Board of Directors shall employ or appoint an individual to serve as Executive Secretary. The Board, in its sole discretion, shall determine which duties, responsibilities, obligations, and authorities said Executive Secretary shall have.

a) The Board, in its sole discretion, may hire the Executive Secretary directly or, in cooperation with a sponsoring institution, may appoint an individual offered by said institution as Executive Secretary. If the Board hires the Executive Secretary directly, then the Board will determine the terms and conditions of employment. If the Board appoints an Executive Secretary in cooperation with a sponsoring institution, then said institution may determine the terms and conditions of employment, but the individual shall serve the Society as Executive Secretary solely at the discretion of the Board of the Society.

b) The Executive Secretary shall manage and direct all activities of the headquarters of the Society. The Executive Secretary may employ or may terminate such members of a headquarters staff as may be necessary to carry on the work of the headquarters. If the Executive Secretary is hired by the Society, then the Executive Secretary may fix the compensation of the staff within a budget duly approved by the Board of the Society. If the Executive Secretary is appointed, then the Executive Secretary may fix the compensation of the staff within a budget authorized by the sponsoring institution. Whether hired by the Society or appointed by the Board of the Society, the Executive Secretary may define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of administration as shall in the judgment of the Executive Secretary be in the best interest of the Society.

ARTICLE IX - FINANCING & CONVEYANCING

Section 9.01. Fiscal Year. The fiscal year of the Society shall correspond to the calendar year.

Section 9.02. Deposits. The funds of the Society shall be deposited in the name of the Society in such bank(s), trust companies, or securities and notes issued by the United States government, as the Board shall designate and shall be draw out by check, draft, or other orders for the payment of money signed by the Treasurer, President, or by such person or persons as shall be designated by the Board. All such persons shall be bonded.

Section 9.03. Instruments. The officer or officers of the Society thereunto authorized by the Board shall execute on behalf of the Society and in its name all deeds, mortgages, conveyances, contracts, or other instruments of the Society authorized by the Board.

Section 9.04. Indebtedness. No financial obligations in excess of funds available in the treasury shall be assumed by the Board, or by any officer on behalf of the Society, except: when approved by a majority vote of the membership of the Society present at the Annual Business Meeting; and that estimated receipts from annual dues and other accounts receivable from the current year may be considered as available funds.

ARTICLE X - CHAPTERS & AFFILIATES

Section 10.01. Local Chapters.

a) Establishment. The Board may establish local chapters upon the formal written petition of a minimum of twelve (12) members in good standing of the Society. The petition shall include proposed Bylaws outlining the function and organization of the local chapter for approval by the Board.

b) Coordination with the Board. The chairperson of the Local Chapters Committee shall work with each chapter to gain Board approval of its proposed Bylaws. The local chapters shall inform the Board, through their respective presidents, of changes in Bylaws and of other issues of legal import.

c) Membership Relationships. All participants in local chapters shall be encouraged to be members of the Society. For the sake of education and the exchange of information, however, non-members may participate in chapter activities, with limited rights as defined hereinafter. Membership in the Society is requisite to holding any chapter office, balloting for such offices, or voting on issues in which the name of the Society shall be used or having impact beyond the local area.

d) Activities. Each chapter shall hold at least two (2) meetings a year, at least one of which shall be considered a business meeting. Copies of the minutes of business conducted shall be sent to the chairperson of the Local Chapters Committee within forty-five (45) days of the meeting. An annual report of activities and a financial statement shall be sent to the chairperson during the month of January. Chapters that fail to maintain the minimum schedule of meetings or to submit an annual report shall be considered to be suspended.

e) Public Role. Local chapters are encouraged to take responsible stands on matters of local public interest in areas of industrial archaeology. Voting on these issues shall be regulated as defined above. Publicity for these matters shall make clear that the position taken is done so in the name of the local chapter. No chapter shall issue any statement or take any public position suggesting the support of the Society without the express approval of the Board.

f) Tax Identification. Local chapters are encouraged to apply for their own separate tax identification number with the Internal Revenue Service. Local chapters are not to utilize the Society's tax identification number to conduct any chapter business such as maintenance of a bank account except in direct connection with an officially sanctioned event of the Society such as an Annual Conference or Fall Tour.

Section 10.02. Affiliates. The Board may accept as an Affiliate any organization, chartered in the United States or another country, the goals of which are essentially parallel with those of the Society. At its own option, an Affiliate may appoint to the Board a Representative (who shall be an individual member of the Society). It shall be the duty of the Affiliate to keep the Secretary informed in writing of the name and address of its Representative. Every January each Affiliate shall provide the Secretary with a brief report of its activities during the previous calendar year, for reporting to the Board and membership of the Society. Failure to provide this report shall be taken by the Board to signify suspension of the Affiliates relationship with the Society.

ARTICLE XI - AMENDMENTS

Subject to the restrictions contained in the Articles of the Incorporation, these Bylaws may be amended or repealed as follows:

The Board of Directors or any 25 Regular Members of the Society may propose that these bylaws be amended or repealed. The bylaws may be amended or repealed by a three-fourths (3/4) vote of the whole Board of Directors. The Board must send notice of any proposed amendment in writing to the members within ninety (90) days of enactment. The Board of Directors may take no action on a change or repeal until it is approved by vote of the membership. The Regular Members of the Society may, by the affirmative vote of two-thirds (2/3) of the members present at any regular Annual Business Meeting of the Society, or by a two-thirds (2/3) majority of votes of members by mail ballot, amend the bylaws or rescind any amendment made to the bylaws by the Board of Directors. A vote to rescind any amendment may be conducted with or without action by the Board. Notification of a vote to rescind an amendment of the bylaws must be distributed to the membership at least thirty (30) days in advance of any meeting where such change will be acted upon. If the vote to rescind an amendment of the bylaws is conducted by mail, valid ballots shall be those returned within thirty (30) days of distribution of ballots.

SOCIETY FOR INDUSTRIAL ARCHEOLOGY