

Society for Industrial Archeology
Bylaws 8 – Adopted Feb. 07, 2026

ARTICLE I - GENERAL PROVISIONS

Section 1.1 Name

The name of the Corporation is the SOCIETY FOR INDUSTRIAL ARCHEOLOGY (hereinafter "Society").

Section 1.2 Purpose

As stated in the Articles of Incorporation: The purposes for which the Society is organized are educational, literary, and scientific, to wit: to promote scholarly research in, and the dissemination of knowledge concerning industrial archeology; to foster the preservation and recording of industrial sites, structures and objects; to exchange information in this field; to hold periodic conferences on matters of mutual interest relating to the field of industrial archeology, and to obtain the cooperation of the concerned disciplines for projects and research.

Section 1.3 Principal Office and Registered Agent

The Board of Directors may by resolution establish or modify its registered agent, principal office, and principal place of business. The Society may also have offices at such other places as the Board of Directors may determine.

Section 1.4 Definitions

"Act" means the District of Columbia Nonprofit Corporation Act of 2010, including the Regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.

Section 1.5 Interpretation

In the interpretation of these Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

"shall" indicates a requirement;
"should" indicates a recommendation;
"may" indicates a permission;
"can" indicates a possibility or a capability.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

Section 1.6 Notifications

The word "notice" means a communication sent electronically, by postal mail, and/or published in the Society's newsletter.

ARTICLE II – BOARD OF DIRECTORS

Section 2.1 General Powers

The business and affairs of the Society shall be managed by its Board of Directors (hereinafter "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 2.2. Remuneration

Members of the Board of Directors shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

Section 2.3 Annual Reports

The President, Treasurer, and committee chairs shall present to the members of the Society at the Annual Business Meeting their reports on the affairs of the Society.

Section 2.4 Number; Qualifications

The Board of Directors of the Society shall consist of twelve voting members as follows:

- a) Seven (7) Directors who shall be elected by the members of the Society;
- b) Four (4) Officers of the Society who shall be elected by the members of the Society and who shall serve ex-officio as directors; and,
- c) the Immediate Past President of the Society, who shall serve ex-officio as a Director.

All Directors shall be members in good standing of the Society.

Section 2.5 Invitees

The Board shall invite all Local Chapter Presidents, Committee Chairs, SIG Chairs, and staff designated by the Board of Directors to attend Board meetings to present their reports to the Board, or to propose agenda items for the meeting.

Section 2.6 Terms

- a) Each Director shall hold office for three (3) years and is eligible to be elected to serve one additional term consecutively.
- b) The President and Vice President each shall serve a two (2)-year term and shall not be eligible to serve consecutive terms.
- c) The Secretary and Treasurer each shall serve a three (3)-year term and shall be eligible to serve consecutive terms.
- d) The Immediate Past President shall serve a two (2)-year term.

Section 2.7 Vacancies

Each Director shall hold office until their successor is elected and qualified or until their earlier resignation, removal from office, or death. Vacancies until the next scheduled

election may be filled by a majority vote of the Board at a duly constituted meeting. Individuals appointed to fill a vacant position shall be eligible to be elected to a full term.

Section 2.8 Election of Directors and Officers

- a) Nominations. The Nominations Committee shall select candidates from the membership in good standing for Officers and Directors of the Society to be filled by election, with the results announced at the Annual Business Meeting of the members of the Society. No candidate may be nominated by the Nominations Committee without the consent of the candidate.
- b) The Nominations Committee shall send a notice soliciting additional nominations from the members at least sixty (60) days prior to the Annual Business Meeting. Additional nominations may be made in writing over the signatures of no fewer than twelve (12) members in good standing.
- c) All additional nominations must be received by the Nominations Committee at least forty-two (42) days before the Annual Business Meeting.
- d) At least thirty (30) days prior to the date of the Annual Business Meeting, each member of the Society shall be sent notice of the slate of candidates.
- e) 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 plurality of votes cast. Ballots, either electronic or paper, shall be forwarded to the members at least thirty (30) days prior to the Annual Business Meeting and shall be returned to a designated place by five (5) days before the Annual Business Meeting 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 3.1 Regular Meetings

The Board shall hold a regular meeting at the time of the Annual Conference of the Society and at other times as determined by the Board.

Section 3.2 Special Meetings

Special meetings of the Board may be called by the President or, in their absence, by the Vice President, or by any three (3) members of the Board. In such case, the Secretary shall give at least fifteen (15) days' notice to Board members of the time, place, and purpose of the meeting.

Section 3.3 Manner of Acting and Quorum

Six members constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE IV – COMMITTEES

Section 4.1 General Power

In addition to the Nominations and Executive Committees, the Board of Directors may by resolution establish such committee or committees as they shall deem expedient for carrying on the business of the Society. The Board of Directors shall determine the duties of such committees. The President shall appoint the committee members.

Section 4.2 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; and
- b) three (3) members-at-large elected by the membership of the Society.

Section 4.3 Executive Committee

There shall be an Executive Committee composed of the Officers and the Immediate Past President.

The Executive Committee is authorized and able to act for the Board between regular Board meetings. The Executive Committee shall NOT have the power to: amend the Bylaws; appoint or remove Directors or the Executive Director; approve a dissolution or merger or the sale of substantially all the organization's assets; adopt the budget; or take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents a major change in the affairs, business, or policy of the Corporation.

Three (3) members of the Executive Committee shall constitute a quorum. Resolutions of the Committee must be approved by at least three members.

Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such a committee, provided that forty-eight (48) hours' notice electronically transmitted of such meeting shall be given. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Society shall invalidate such meeting or make void any proceedings taken thereat, and any member of such committee may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

Section 4.4 Governance Committee

There shall be a Governance Committee charged with determining and prescribing procedural details relative to any provision contained in these Bylaws, or any actions of the Society or its Board, which shall be recorded in a *Handbook of Administrative Procedures* (Handbook). The Handbook governs the operations of the Society. The Board of Directors shall have final authority over the Handbook.

ARTICLE V – MEMBERSHIP

Section 5.1 Members

Members shall be those who have paid dues to the Society for the calendar year. The Secretary shall cause to be maintained a roster of members.

Section 5.2 Member categories

Individual: A natural person wishing to support the activities of the Society who pays the dues prescribed for the Individual class of membership. More than one individual residing at the same address can become members as part of a Household for discounted dues.

Contributing: An Individual member who donates, in addition to the dues prescribed for an Individual member, the amount prescribed for the Contributing class of membership.

Sustaining: An Individual member who donates, in addition to the dues prescribed for an Individual member, the amount prescribed for the Sustaining class of membership.

Student: A natural person under the age of 30 years who is attending a full-time post-secondary school program in Industrial Archeology or a related subject and who pays the dues prescribed for a Student member.

Institutional: An organization, incorporated or not, wishing to support the activities of the Society that pays the dues prescribed for the Institutional class of membership.

Corporate: An incorporated organization wishing to support the activities of the Society that pays the dues prescribed for an Institutional membership, and that in addition to the dues prescribed for an Institutional membership, donates the amount prescribed for a Corporate membership.

Section 5.3 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 on someone at such time and under such terms as the Board determines are appropriate.

Section 5.4 Rights of Members

Except as otherwise provided in these Bylaws or required by law, each Regular, Student, Contributing, and 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 5.5 Dues

Individual membership dues shall be changed only by a majority vote of the members attending an Annual Business Meeting or responding to a notice 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.

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 the Board of Directors.

Any member who has not paid their annual dues by the date specified for the issuance of the ballot will be considered to have terminated their membership in the Society for that year.

Section 5.6 Expulsion of Members

- a) Any member may be expelled, as the Board shall determine, for conduct on their part detrimental to the welfare, interest, or character of the Society, by affirmative vote of two-thirds (2/3) of the members of the Board.
- b) A member who is expelled has the right to appeal this decision directly to the Board of Directors. Expulsion does not relieve the member from payment of any outstanding obligations due to the Society.

ARTICLE VI - MEETINGS OF MEMBERSHIP**Section 6.1 Annual Business Meeting**

The Annual Business Meeting of the members shall coincide with the Society's Annual Conference, to be held at a place determined by the Board.

Section 6.2 Notice

Notice of the time and place of a meeting of the members of the Society shall be sent to each member entitled to vote between 30 to 60 days before the day on which the meeting is to be held.

Section 6.3 Conduct of Meetings

All meetings of the members of the Society shall be conducted according to Robert's Rules of Order, except where the Bylaws of the Society supersede them.

At any meeting of the members of the Society, twenty-five voting members shall constitute a quorum.

Section 6.4 Special Meetings

Special meetings of the members, for any purpose or purposes, may be called by the Board, or by a petition signed by at least ten percent of the members of the Society describing the purpose for which the meeting is to be held.

Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members.

Instead of holding a meeting of the members, the Society may conduct a ballot by following Article 29-405.09 of the Act.

ARTICLE VII – OFFICERS**Section 7.1 Number; Qualification**

The Officers of the Society shall be a President, Vice President, Secretary, and Treasurer. The same person may not hold two or more offices at the same time.

Section 7.2 Elections, Appointment, Term of Office and Qualifications

The Officers of the Society shall be elected as described in Article II and announced at the Annual Business Meeting. Each Officer shall hold office for the term specified in Article II and until their successor has been duly elected, or until their 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 7.3 Removal

Any Officer of the Society may be removed from their position as an Officer by a majority vote of the Board whenever in its judgment the best interests of the Society will be served thereby. An Officer who is removed has the right to appeal this decision directly to the Board of Directors.

Section 7.4 Vacancies

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

Section 7.5. President

The President shall be the principal executive officer of the Society and shall:

- a) have general supervision and control over all business and affairs of the Society and shall see that all directions and resolutions of the Board are carried into effect,
- b) represent and serve as spokesperson for the Society unless the President delegates that responsibility to another individual,
- c) preside at the Annual Business Meeting, at all Board Meetings, and at all Executive Committee Meetings,
- d) present a President's Report at the Annual Business Meeting, including a summary of the condition of the Society,

- e) sign documents on behalf of the Society unless otherwise directed by the Board or as required by law,
- f) appoint Committee Chairs and Members to standing and special committees, and
- g) perform such other duties as custom, necessity, and parliamentary usage require or as is otherwise provided in these Bylaws or as directed by the Board or the Society.

Section 7.6 Vice President

The Vice President 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 them by the President or the Board.

Section 7.7 Secretary

The Secretary shall:

- a) keep the minutes of the meetings of the members and of Board meetings;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) be custodian of the Society's records;
- d) shall cause to be maintained a roll of members of the Society that shows for each member their address and such other information as the Secretary deems appropriate, and
- e) in general, perform all duties as from time to time may be assigned to them by the President or by the Board.

Section 7.8 Treasurer

The Treasurer shall:

- a) 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;
- b) submit a report of the financial condition of the Society at the Annual Business Meeting; and
- c) in general, perform all duties as from time to time may be assigned by the President or by the Board.

ARTICLE VIII – FINANCING & CONVEYANCING

Section 8.1. Fiscal Year

The fiscal year of the Society shall correspond to the calendar year.

Section 8.2. Deposits

The funds of the Society shall be deposited in the name of the Society in such bank(s) or trust companies or in securities as the Board shall designate and shall be drawn 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.

Section 8.3 Instruments

The Board may authorize an Officer or Officers to 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.

ARTICLE IX – LOCAL CHAPTERS & SPECIAL INTEREST GROUPS

Section 9.1 Local Chapters

A Local Chapter of the Society is an independent organization that organizes events and activities related to industrial heritage in a specific geographic area. A Local Chapter operates under the Bylaws of the Society and under its own bylaws or rules and manages its own memberships, finances, and events.

- a) The Board may establish a Local Chapter upon the formal written petition of a minimum of five (5) members in good standing of the Society. The petition shall include proposed Local Chapter bylaws or rules outlining the function and organization of the local chapter for approval by the Board.
- b) Local Chapter leadership shall inform the Board of changes in Local Chapter bylaws and of other issues of legal import. The Chair or President of a Local Chapter must be a member of the Society. All participants in Local Chapters are encouraged to be members of the Society.
- c) Local Chapters shall hold at least one meeting per year that includes an annual business meeting in compliance with local chapter bylaws or rules. Minutes from the business portion of this meeting shall be sent to the chair of the Local Chapters Committee, including a report of the status of membership, financial position, officers, and other chapter activities.
- d) No Local Chapter shall issue any statement or take any public position suggesting the support of the Society without the express approval of the Board. Local Chapters shall not utilize the Society's tax identification number to conduct any Chapter business such as maintenance of a bank account.
- e) A Local Chapter that fails to maintain the minimum schedule of meetings or to submit an annual report shall be considered to be suspended and may be dissolved by the Board.

Section 9.2 Special Interest Groups

A Special Interest Group (SIG) is a group of Society members focused on a specific interest or having some other basis.

- a) The Board may establish a Special Interest Group by majority vote based on a petition of a minimum of twelve (12) members in good standing of the Society. The petition shall include proposed Bylaws outlining the purpose, organization, and proposed activities of the Special Interest Group for approval by the Board.
- b) A SIG member must be a member of the Society.
- c) A SIG can decide to have different classes of membership for itself with the approval of the Board.
- d) A SIG shall maintain some level of activity including, but not restricted to, gatherings at the Society's Annual Conference, regular talks and presentations, mini-conferences, operating a discussion list, maintaining a web site, and/or publication of a newsletter.
- e) SIG Funds. The Society Treasurer shall manage the funds of all SIGs. When a SIG committee notifies the Treasurer of an expenditure using SIG funds, the Treasurer shall disperse the funds in an appropriate manner.
- f) An annual report of activities shall be sent to the President during the month of January.
- g) A SIG that fails to maintain the minimum schedule of meetings or to submit an annual report shall be considered to be suspended and may be dissolved by the Board. The Board may consider a request from members of the SIG to restart a suspended SIG.

ARTICLE X – AMENDMENTS

Section 10.1 Amendments

The Board of Directors may propose an amendment or repeal of the Bylaws by a two-thirds (2/3) vote of the Board. The amendment or repeal will not become effective until it has been approved by two-thirds (2/3) of the votes cast by the membership at an Annual Business Meeting or at a special meeting of the membership as described in Article 6.4.

ARTICLE XI – REPEAL and COMING INTO EFFECT

Section 11.1 Repeal of Former Bylaws

All former Bylaws and amendments thereto are hereby repealed.

Section 11.2 Coming into Effect

These Bylaws shall come into effect on the date that they are approved by the members of the Society by special resolution made at the Annual Business Meeting or during a special meeting of the membership.

Certified to be Bylaws No. ____ of the Society, as proposed by the Board of the Society by resolution on _____ and confirmed by the members of the Society by special resolution at the Annual Business Meeting or during a special meeting on the _____.