

## SIA Bylaw Revision Proposals

This table is a comparison of the Current Bylaws ( in the left hand column ) and the proposed revised version ( in the right hand column). The middle column has comments on the changes. A blank box in the left hand column indicates that a new section was added in the revised version. A blank box in the right hand column indicates that the corresponding section in the current Bylaws was deleted. Generally, in these cases no comment is provided. The District of Columbia legislation under which the Society is incorporated contains other provisions which govern the operation of the Society.

<b>BYLAWS OF THE SOCIETY FOR INDUSTRIAL ARCHEOLOGY</b>	<b>Comments</b>	<b>Revised Version</b>
[Current 07. VII. 2024]		<b>Bylaws 8 Adopted by Board of Directors Jan 10, 2026, and modified Feb 2, 2026</b>
<b>ARTICLE I - GENERAL PROVISIONS</b>		<b>ARTICLE I - GENERAL PROVISIONS</b>
<b>Section 1.01.</b>		<b>Section 1.1 Name</b>
Name. The name of the corporation is SOCIETY FOR INDUSTRIAL ARCHEOLOGY (hereinafter "the Society").		The name of the corporation is the SOCIETY FOR INDUSTRIAL ARCHEOLOGY (hereinafter "Society").
		<b>Section 1.2 Purpose</b>
		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.
<b>Section 1.02. Principal Office and Registered Agent</b>		<b>Section 1.3 Principal Office and Registered Agent</b>
a) Obligation to maintain. The Society shall have and maintain in the District of Columbia a	Replace by one allowing the Board	The Board of Directors may by resolution establish, or modify, its registered agent, principal office, and principal

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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	to define office and agent	place of business. The Society may also have offices at such other places as the Board of Directors may determine.
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).	Deleted	
<b>Section 1.03. Principal Place of Business.</b>		
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.	Deleted	
		<b>Section 1.4 Definitions</b>
		"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.
		<b>Section 1.5 Interpretation</b>
		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.

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		Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.
		<b>Section 1.6 Notifications</b>
		The word “notice” means a communication sent electronically, by postal mail, and/or published in the Society’s newsletter.
<b>ARTICLE II - BOARD OF DIRECTORS</b>		<b>ARTICLE II - BOARD OF DIRECTORS</b>
<b>Section 2.01.</b> General Powers.		<b>Section 2.1 General Powers</b>
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.		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.
		<b>Section 2.2. Remuneration</b>
		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.
<b>Section 2.02.</b> Annual Reports.		<b>Section 2.3 Annual Reports</b>
The Board shall present to the members of the Society at their Annual Business Meeting a report of the affairs of the Society.	Replaced Board by the officers and committee chairs	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.
<b>Section 2.03.</b> Number; Qualifications.		<b>Section 2.4 Number; Qualifications</b>

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<p>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:</p>	<p>Added the requirement that all Board members be Society members.</p>	<p>The Board of Directors of the Society shall consist of twelve voting members as follows:</p> <ul style="list-style-type: none"> <li>a) Seven (7) Directors who shall be elected by the members of the Society;</li> <li>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,</li> <li>c) the Immediate Past President of the Society who shall serve ex-officio as a Director.</li> </ul> <p>All Directors shall be members in good standing of the Society.</p>
<p>a) Voting members. There shall be twelve (12) voting members:</p> <ul style="list-style-type: none"> <li>(i) Seven (7) directors who shall be elected by the members of the Society;</li> <li>(ii) the four (4) officers of the Society, who shall serve as ex-officio directors;</li> <li>(iii) one (1) additional ex-officio director who shall be the immediate Past President of the Society.</li> </ul>	<p>Combined with previous</p>	
<p>b) Non-voting members. There shall be an indefinite number of non-voting members:</p> <ul style="list-style-type: none"> <li>(i) two (2) ex-officio members who shall be the editor of the Society's newsletter and the editor of the Society's journal;</li> <li>(ii) Additional ex-officio members who shall be the duly appointed committee chairpersons;</li> <li>(iii) additional ex-officio members who shall be the elected president (or his/her appointed</li> </ul>	<p>Replaced non-voting Board members by Invitees. And allowed the Board to designate staff to attend.</p>	<p><b>Section 2.5 Invitees</b></p> <p>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.</p>

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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.		
		<p style="text-align: center;"><b>Section 2.6 Terms</b></p> <p>a) Each Director shall hold office for three (3) years and is eligible to be elected to serve one additional term consecutively.</p> <p>b) The President and Vice President each shall serve a two (2)-year term and shall not be eligible to serve consecutive terms.</p> <p>c) The Secretary and Treasurer each shall serve a three (3)-year term and shall be eligible to serve consecutive terms.</p> <p>d) The Immediate Past President shall serve a two (2)-year term.</p>
<b>Section 2.04. Term; Vacancies.</b>		<b>Section 2.7 Vacancies</b>
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.	Added appointees to be able to serve a full term after finishing their partial term	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.
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.	In 2.6 now	

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c) The President and Vice President each shall serve a two (2)-year term and shall not be eligible to serve consecutive terms	In 2.6 now	
d) The Secretary and Treasurer each shall serve a three (3)-year term and shall be eligible to serve consecutive terms.	In 2.6 now	
e) The immediate Past President shall serve a two (2)-year term.	In 2.6 now	
f) The editors shall serve at the pleasure of the Board.	Moved to the Administrative Procedures (AP)	
g) The Executive Secretary shall serve at the pleasure of the Board.	Moved to AP	
<b>Section 2.05. Election of Directors and Officers.</b>		<b>Section 2.8 Election of Directors and Officers</b>
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.	Reworded to show that the results are announced at the Annual Business meeting ( ABM ) as opposed to the election. Removed the 30 day requirement.	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) 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.	Eliminated the need to send the slate of candidates 70 days before ABM. And included	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

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	the additional nomination requirement from c)	signatures of no fewer than twelve (12) members in good standing.
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.		c) All additional nominations must be received by the Nominations Committee at least 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.	Moved to e)	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.
	Replaced majority of votes by plurality as there may be more than two candidates for a position. Added	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

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	return date for ballots.	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.
<b>ARTICLE III - MEETINGS OF THE BOARD</b>		<b>ARTICLE III - MEETINGS OF THE BOARD</b>
<b>Section 3.01. Regular Meetings.</b>		<b>Section 3.1 Regular Meetings</b>
The Board shall hold a regular meeting at the time of the Annual Conference of the Society.	Added possibility of other regular meeting dates.	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.
<b>Section 3.02. Special Meetings.</b>		<b>Section 3.2 Special Meetings</b>
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.	Reduced notice from 30 days to 15 days.	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.
<b>Section 3.03. Manner of Acting.</b>		<b>Section 3.3 Manner of Acting and Quorum</b>
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.	Simplified the wording.	Six members constitute a quorum for the transaction of business at any meeting of the Board.
<b>ARTICLE IV - COMMITTEES</b>		<b>ARTICLE IV - COMMITTEES</b>
<b>Section 4.01. General Power.</b>		<b>Section 4.1 General Power</b>

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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.	Revised to have the Board establish committees and their rules and the President appoint the committee members without needing to consult the Board.	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.
<b>Section 4.02. Service of Committees.</b>		
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).	Combined in 4.1	
<b>Section 4.03. Local Chapter Committee.</b>		
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.	Moved to AP	
<b>Section 4.04. Nominations Committee.</b>		<b>Section 4.2 Nominations Committee</b>
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:		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:

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<p>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.</p>		<p>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.</p>
		<p><b>Section 4.3 Executive Committee</b></p>
		<p>There shall be an Executive Committee composed of the Officers and the Immediate Past President.</p>
	<p>Allows for action to be taken between Board meetings if needed</p>	<p>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.</p>
		<p>Three (3) members of the Executive Committee shall constitute a quorum. Resolutions of the Committee must be approved by at least three members.</p>
		<p>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</p>

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		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.
		<b>Section 4.4 Governance Committee</b>
	Added to provide continuing improvement to the various documents governing the operation of the Society	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 <i>Handbook of Administrative Procedures</i> (Handbook). The Handbook governs the operations of the Society. The Board of Directors shall have final authority over the Handbook.
<b>ARTICLE V - MEMBERSHIP</b>		<b>ARTICLE V - MEMBERSHIP</b>
<b>Section 5.01.</b> Members.		<b>Section 5.1 Members</b>
Members shall be those who have paid dues to the Society for the calendar year.	Added that the Secretary is responsible for the roster.	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.
		<b>Section 5.2 Member Categories</b>
	Although the Articles of Incorporation required the member types to be defined in the bylaws they never were.	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.

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		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.
<b>Section 5.02.</b> Honorary Membership.		<b>Section 5.3 Honorary Membership</b>
The Board may confer Honorary Membership on any individual who it deems has made a singular contribution to the field of industrial archaeology.		The Board may confer Honorary Membership on any individual who it deems has made a singular contribution to the field of industrial archaeology.

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<p>Honorary membership shall be conferred at such time and under such terms as the Board determines is appropriate.</p>		<p>Honorary membership shall be conferred on someone at such time and under such terms as the Board determines are appropriate.</p>
<p><b>Section 5.03. Rights of Members.</b></p>		<p><b>Section 5.4 Rights of Members</b></p>
<p>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.</p>		<p>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.</p>
<p><b>Section 5.04. Dues.</b></p>		<p><b>Section 5.5 Dues</b></p>
<p>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</p>	<p>Removed the start-up clause. Added clause providing automatic termination for non payment of dues.</p>	<p>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.</p> <p>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.</p> <p>Dues for all other categories, including a surcharge for postage and handling for members living outside the</p>

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<p>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.</p>		<p>United States and Canada, may be changed by the Board of Directors.</p> <p>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.</p>
<p><b>Section 5.05.</b> Expulsion or Suspension for Members.</p>		<p><b>Section 5.6 Expulsion of Members</b></p>
<p>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.</p>		<p>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.</p>
	<p>Added right to appeal.</p>	<p>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.</p>
<p><b>Section 5.06.</b> Roll of Members.</p>		
<p>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.</p>	<p>Moved to Secretary's duties</p>	
<p><b>ARTICLE VI - MEETINGS OF MEMBERSHIP</b></p>		<p><b>ARTICLE VI - MEETINGS OF MEMBERSHIP</b></p>

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<b>Section 6.01.</b> Annual Business Meeting.		<b>Section 6.1 Annual Business Meeting</b>
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.	Separated notice.	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.
		<b>Section 6.2 Notice</b>
	The requirements for notice are governed in part by the ACT.	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.
<b>Section 6.02.</b> Conduct of Meetings.		<b>Section 6.3 Conduct of Meetings</b>
All meetings of the Society shall be conducted according to Robert's Rules of Order, except where the bylaws of the Society supersede them.	Quorum was not specified and the default in the Act is a 1/10 of the voting members which would be about 80 members for the current membership.	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.
<b>Section 6.03.</b> Special Meetings.		<b>Section 6.4 Special Meetings</b>
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	Reworded and referred to the ACT provision for a ballot.	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.

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<p>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.</p>		<p>Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members.</p> <p>Instead of holding a meeting of the members, the Society may conduct a ballot by following Article 29-405.09 of the Act.</p>
<b>ARTICLE VII - OFFICES</b>		<b>ARTICLE VII - OFFICERS</b>
<b>Section 7.01.</b> Number; Qualification.		<b>Section 7.1 Number; Qualification</b>
<p>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.</p>		<p>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.</p>
<b>Section 7.02.</b> Elections; Appointment; Term of Office.		<b>Section 7.2 Elections, Appointment, Term of Office, and Qualifications</b>
<p>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.</p>		<p>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.</p>

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<b>Section 7.03. Removal.</b>		<b>Section 7.3 Removal</b>
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.	Added right to appeal.	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.
<b>Section 7.04. Vacancies.</b>		<b>Section 7.4 Vacancies</b>
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		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.
<b>Section 7.05. President.</b>		<b>Section 7.5. President</b>
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	Reworded to clarify	The President shall be the principal executive officer of the Society and shall: <ul style="list-style-type: none"> <li>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,</li> <li>b) represent and serve as spokesperson for the Society unless the President delegates that responsibility to another individual,</li> <li>c) preside at the Annual Business Meeting, at all Board Meetings, and at all Executive Committee Meetings,</li> <li>d) present a President’s Report at the Annual Business Meeting, including a summary of the condition of the Society,</li> <li>e) sign documents on behalf of the Society unless otherwise directed by the Board or as required by law,</li> </ul>

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<p>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.</p>		<p>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.</p>
<p><b>Section 7.06.</b> Vice President.</p>		<p><b>Section 7.6 Vice President</b></p>
<p>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.</p>		<p>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.</p>
<p><b>Section 7.07.</b> Secretary.</p>		<p><b>Section 7.7 Secretary</b></p>
<p>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</p>	<p>The Society does not seem to have a seal so that reference was removed. And membership roll added as required by the ACT.</p>	<p>The Secretary shall:</p> <ul style="list-style-type: none"> <li>a) keep the minutes of the meetings of the members and of Board meetings;</li> <li>b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;</li> <li>c) be custodian of the Society's records;</li> <li>d) shall cause to be maintained a roll of members of the Society that show for each member their address and such other information, as the Secretary deems appropriate, and</li> </ul>

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duties as from time to time may be assigned to him/her by the President or by the Board.		e) in general, perform all duties as from time to time may be assigned to them by the President or by the Board.
<b>Section 7.08.</b> Treasurer.		<b>Section 7.8 Treasurer</b>
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.		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.
<b>ARTICLE VIII - EDITORS AND EXECUTIVE SECRETARY</b>	Moved to AP	
<b>Section 8.01.</b> Editors.	Moved to AP	
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.	Moved to AP	

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<b>Section 8.02.</b> Executive Secretary.	Moved to AP	
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.	Moved to AP	
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.	Moved to AP	
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	Moved to AP	

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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.		
<b>ARTICLE IX - FINANCING &amp; CONVEYANCING</b>		<b>ARTICLE VIII – FINANCING &amp; CONVEYANCING</b>
<b>Section 9.01.</b> Fiscal Year.		<b>Section 8.1. Fiscal Year</b>
The fiscal year of the Society shall correspond to the calendar year.		The fiscal year of the Society shall correspond to the calendar year.
<b>Section 9.02.</b> Deposits.		<b>Section 8.2. Deposits</b>
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.	Removed bonding requirement as it is no longer usual practice and the Society is covered by insurance for this.	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.
<b>Section 9.04.</b> 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	Deleted	

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from the current year may be considered as available funds.		
		<b>Section 8.3 Instruments</b>
	Added to confirm the ability to do this.	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.
<b>ARTICLE X - CHAPTERS &amp; AFFILIATES</b>		<b>ARTICLE IX – LOCAL CHAPTERS &amp; SPECIAL INTEREST GROUPS</b>
<b>Section 10.01.</b> Local Chapters.		<b>Section 9.1 Local Chapters</b>
	Added a definition that was missing.	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) 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.	At the request of the Local Chapters Committee reduced the number of members to establish a chapter.	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) 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		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

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changes in Bylaws and of other issues of legal import.		be a member of the Society. All participants in Local Chapters are encouraged to be members of the Society.
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.	Removed Society membership as a requirement for certain Local Chapter activities as it has not really been enforced. Local Chapters can still require it if they so desire.	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) 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.	This has never really been enforced. Covered in c) above	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) Public Role. Local chapters are encouraged to take responsible stands on matters of local public interest in areas of industrial archaeology.	Covered in d)	

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<p>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.</p>		
<p>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.</p>	<p>Covered in d)</p>	<p>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.</p>
<p><b>Section 10.02.</b> Affiliates.</p>	<p>Deleted</p>	
<p>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 provided 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</p>	<p>This section has never been used.</p>	

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signify suspension of the Affiliates relationship with the Society.		
<b>Section 10.03.</b> Special Interest Groups.		<b>Section 9.2 Special Interest Groups</b>
<p>A Special Interest Group (SIG) is a group of Society members focused on a specific interest or some other basis.</p> <p>a) Establishment. 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.</p> <p>b) Membership Relationships. A SIG member must be a member of the Society.</p> <p>c) SIG Membership Categories: A SIG can decide to have different classes of membership for itself with the approval of the Board.</p> <p>d) Activities. A SIG shall maintain some level of activity. Appropriate signs of activity might include, but not be restricted to, gatherings at SIA’s annual meeting, regular talks and presentations, mini-conferences, maintenance of a discussion list, maintaining a web site, or publication of a newsletter. An annual report of activities shall be sent to the President during the month of January. SIGs that fail to maintain the minimum schedule of meetings or to submit an annual report shall be</p>	No change	<p>A Special Interest Group (SIG) is a group of Society members focused on a specific interest or having some other basis.</p> <p>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.</p> <p>b) A SIG member must be a member of the Society.</p> <p>c) A SIG can decide to have different classes of membership for itself with the approval of the Board.</p> <p>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.</p> <p>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.</p> <p>f) An annual report of activities shall be sent to the President during the month of January.</p>

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<p>considered to be suspended. The board may consider a request from members of the SIG to restart a suspended SIG.</p> <p>e) SIG Funds. The SIA 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.</p>		<p>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.</p>
<b>ARTICLE XI - AMENDMENTS</b>		<b>ARTICLE X – AMENDMENTS</b>
<p>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</p>	<p>Removed amendment proposal by 25 regular members. Clarified the process and eliminated the 90 day notice. Rules for member meetings apply. Reduced the Board approval from ¾ to 2/3 of the Board.</p>	<p>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.</p>

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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.		
		<b>ARTICLE XI – REPEAL and COMING INTO EFFECT</b>
		<b>Section 11.1 Repeal of Former By-laws</b>
	Repeal former Bylaws to avoid confusion	All former By-laws and amendments thereto are hereby repealed.
		<b>Section 11.2 Coming into Effect</b>
		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.