

# *Origin and Bylaws of the American Antiquarian Society*

## ORIGIN

Petition to the Legislature of Massachusetts,  
October, 1812.

*To the Honourable SENATE and HOUSE OF REPRESENTATIVES of  
the Commonwealth of MASSACHUSETTS, in General Court assembled.\**

THE subscribers, influenced by a desire to contribute to the advancement of the Arts and Sciences, and to aid, by their individual and united efforts, in collecting and preserving such materials as may be useful in marking their progress, not only in the United States, but in other parts of the globe, and wishing also to assist the researches of the future historians of our country, respectfully represent to the Legislature, that, in their opinion, the establishment of an Antiquarian Society, within this Commonwealth, would conduce essentially to the attainment of these objects. At present there is no publick association for such purposes within the United States. The rapid progress of science, and of the useful and ornamental arts, in our country, may be ascribed in a great degree to the numerous publick institutions originated by patriotick individuals, but deriving their countenance and support from legislative authority. Such a society as is now contemplated, as its objects are essentially distinct from any other in our country, it is believed, may advantageously co-operate with, without in the slightest degree impairing the utility of other institutions. Its im-

\*Application for an Act to incorporate this National Institution was made to the Legislature of Massachusetts, from a belief, that the Congress of the United States has not a constitutional power to grant Charters to publick societies without the District of Columbia.

Reprinted from *Archaeologia Americana. Transactions and Collections of the American Antiquarian Society* 1 (Worcester: the Society, 1820): [17]-23

mediate and peculiar design is, to discover the antiquities of our own continent; and, by providing a fixed and permanent place of deposit, to preserve such relicks of American antiquity as are portable, as well as to collect and preserve those of other parts of the globe. By the long and successful labours of the College of Antiquaries in Ireland, their historians, it is said, have been enabled to trace the history of that country to an earlier period than that of any other nation of Europe. The researches of a similar society in England, established at a later period, at times discouraged, but now aided and fostered by the patronage of the government, have not merely furnished food for curiosity, but have provided many valuable materials for the benefit of history, the improvement of science, and the advancement of the arts of life. Almost every nation indeed of the European world bears witness to the utility of similar institutions. To the enlightened Legislature of Massachusetts, the Subscribers do not deem it necessary to exhibit more in detail the advantages which may be expected from such an establishment within this Commonwealth. They ask for no other aid from the Commonwealth, than the facilities which, in the pursuit of their objects, may accrue from an Act of Incorporation. As an inducement to the grant of these privileges, they beg leave to state that one of their number is, at this time, in possession of a valuable collection of books obtained with great labour and expense, the value of which may be fairly estimated at about five thousand dollars, some of them more ancient than are to be found in any other part of our country, and all of which he intends to transfer to the proposed Society, should their project receive the sanction and encouragement of the Legislature. This grant, which is designed as the foundation of a superstructure to be hereafter erected, with such other conditions as may be reasonably expected, the subscribers believe will ensure the future growth and prosperity of the Institution.

As no injury can at any rate be apprehended from such an experiment, even if it should prove unsuccessful, and as it may be productive of much publick advantage, the petitioners flatter

themselves their project will not be discountenanced by the Government of Massachusetts.

They therefore respectfully pray for leave to bring in a bill for the incorporation of themselves, and such persons as may hereafter associate with them, into a Society by the name of the AMERICAN ANTIQUARIAN SOCIETY, with the privilege of holding real estate in perpetuity of the annual value of fifteen hundred dollars, and with such other privileges and immunities as are usually granted by acts of incorporation to other publick societies established within this Commonwealth.

ISAIAH THOMAS,  
NATH'L. PAINE,  
WM. PAINE,  
LEVI LINCOLN,  
AARON BANCROFT,  
EDW'D. BANGS.

*Sec'ry's Office,*  
*Dec. 3d, 1812.*

A true copy of the petition on  
file in this office.

*Attest,*

ALDEN BRADFORD *Sec'ry Commonwealth.*

Act of Incorporation

COMMONWEALTH OF MASSACHUSETTS

*In the year of our Lord one thousand eight hundred and twelve.*

*An Act to incorporate the*

AMERICAN ANTIQUARIAN SOCIETY

WHEREAS the collection and preservation of the Antiquities of our country, and of curious and valuable productions in Art and Nature, have a tendency to enlarge the sphere of human knowledge, aid the progress of science, to perpetuate the history of

moral and political events, and to improve and interest posterity—

Therefore,

SEC. I. *Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same,* That Isaiah Thomas, Levi Lincoln, Harrison G. Otis, Timothy Bigelow, Nathaniel Paine, Edward Bangs, Esqrs. John T. Kirkland, LL.D. Aaron Bancroft, D.D. Jonathan H. Lyman, Elijah H. Mills, Elisha Hammond, Timothy Williams, William D. Peck, John Lowell, Edmund Dwight, Eleazer James, Josiah Quincy, William S. Shaw, Francis Blake, Levi Lincoln, jun. Samuel M. Burnside and Benjamin Russell, Esq's. Rev. Thaddeus M. Harris, Redford Webster, Thomas Walcut, Ebenezer T. Andrews, Isaiah Thomas, jun. Williams Wells, and such others as may associate with them for the purposes aforesaid, be, and hereby are, formed into and constituted a society, and body politick and corporate, by the name of the American Antiquarian Society; and that they and their successors, and such other persons as shall be legally elected by them, shall be and continue a body politick and corporate, by that name forever.

SEC. II. *Be it further enacted,* That the members of said Society shall have power to elect a President, Vicepresidents, and such other officers as they may determine to be necessary; and that the said Society shall have one common seal, and the same may break, change and renew at pleasure; and that the same Society, by the name aforesaid, as a body politick and corporate, may sue and be sued, prosecute and defend suits to final judgment and execution.

SEC. III. *Be it further enacted,* That the said Society shall have power to make orders and bylaws for governing its members and property, not repugnant to the laws of this Commonwealth; and may expel, disfranchise, or suspend any member who by misconduct shall be rendered unworthy.

SEC. IV. *Be it further enacted,* That said Society may, from time to time, establish rules for electing officers and members, and also times and places for holding meetings; and shall be capable to take and hold real or personal estate by gift, grant, devise, or

otherways, and the same, or any part thereof, to alien and convey : provided, that the annual income of any real estate by said Society holden, shall never exceed the sum of fifteen hundred dollars, and that the personal estate thereof, exclusive of books, papers and articles in the museum of said Society, shall never exceed the value of seven thousand dollars.

SEC. V. *Be it further enacted*, That said Society may elect honorary members residing in, and without, the limits of this Commonwealth. And that Isaiah Thomas, Esq. be, and hereby is, authorized and empowered to notify and warn the first meeting of said Society; and that the said Society, when met, shall agree upon a method for calling future meetings, and have power to adjourn, from time to time, as may be found necessary.

SEC. VI. *Be it further enacted*, That the Library and Museum of said Society shall be kept in the town of Worcester, in the county of Worcester.

In the House of Representatives, October 23, 1812. This bill, having had three several readings, passed to be enacted.

TIMOTHY BIGELOW, *Speaker*.

In Senate, October 24, 1812. This bill, having had two several readings, passed to be enacted.

SAMUEL DANA, *President*.

October 24th, 1812. Approved,

CALEB STRONG.

Secretary's Office, Nov. 2, 1812.

A true copy.

Attest,

ALDEN BRADFORD, *Sec'ry Commonwealth*.

BYLAWS OF THE  
AMERICAN ANTIQUARIAN SOCIETY  
ADOPTED OCTOBER 18, 1989

ARTICLE I<sup>1</sup>*Name and Location*

The name of this institution is American Antiquarian Society. Its principal office shall be located in the City of Worcester, Massachusetts.

## ARTICLE II

*Purpose*

The American Antiquarian Society was incorporated by a Special Act of the Legislature of the Commonwealth of Massachusetts, Chapter 69 of the Acts of 1812, approved October 24, 1812, because 'the collection and preservation of the Antiquities of our country, and of curious and valuable productions in Art and Nature, have a tendency to enlarge the sphere of human knowledge, aid the progress of science, to perpetuate the history of moral and political events, and to improve and interest posterity.' Therefore, the purposes of the Society are to promote research and to provide educational opportunities pertaining to the history and culture of the United States of America, Canada, and certain other nations in North America from the time of settlement by Europeans through the years of the nineteenth century, concentrating upon the period through the year 1876. To achieve these goals, the Society shall collect, preserve, and make available materials docu-

1. The Bylaws were last published, together with the texts of the documents relating to the Society's incorporation in 1812, in the *Proceedings of the American Antiquarian Society* 78 (1968): 204-16; and Amendments thereto in 85 (1975): 325; 88 (1978): 8-10; 91 (1981): 8; and 97 (1987): 8. The present address of the Society is 185 Salisbury Street, Worcester, Massachusetts 01609-1634.

menting that history. These activities shall be implemented by providing services for research and publication and by sponsoring educational programs that are founded upon the collections of the Society. In pursuit of its programs, and when appropriate, the Society may cooperate with collegial organizations and institutions.

The Society is organized and operated solely for charitable and educational purposes. In furtherance of its corporate purposes, the Society shall have the powers of a charitable corporation organized under Chapter 180 of the General Laws of Massachusetts. No such power shall be interpreted to affect adversely the Society's status as a charitable organization exempt from federal income tax as described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or of corresponding provisions of future law, or as an organization to which contributions are deductible for federal income, gift, and estate tax purposes.

ARTICLE III  
*Membership*

SECTION 1. The members of the Society shall at no time exceed six hundred.

SECTION 2. No person shall be elected a member until his or her<sup>2</sup> nomination for membership has been at least one month before the Council, nor until he has been recommended to the Society by the Council, nor shall any person be elected a member at any other than a stated meeting of the Society. It shall require the affirmative vote of at least three-fourths of all the ballots cast to elect a member.

SECTION 3. Nominations of persons whose interests are compatible with the purposes of the Society and who may be expected to participate in the affairs of the Society may be made by any member of the Society, in writing to the President, who

2. In this document, the use of a personal noun or pronoun shall refer without distinction to either male or female persons.

shall refer the same to the Committee on Membership to be dealt with as provided in Article VII, Section 9.

SECTION 4. Elections to membership shall be by written ballot on which shall be placed the names of all persons nominated for membership by the Council. The vote shall be made by each voter making a mark opposite the name of the candidate in a column labeled 'yes,' or 'no,' which shall constitute a vote for or against the candidate, as the case may be.

SECTION 5. The Chairman shall send by mail a written notice of election to every newly elected member. If any person so elected and notified fails for four months to signify in writing to the Chairman acceptance of membership, such neglect shall be reported to the Council at its next meeting, and the Council shall then determine whether the name of such person shall be stricken from the list of members or what action, if any, shall be taken.

SECTION 6. Each member present at a meeting of the Society shall be entitled to one vote on each matter submitted to the vote of the membership.

SECTION 7. Any member may resign from membership by submitting a resignation in writing to the Chairman.

#### ARTICLE IV

##### *Meetings*

SECTION 1. The annual meeting of the Society shall be held on the third Wednesday of October in Worcester, Massachusetts. The semiannual meeting shall be held at such date in April and place as the Council may designate.

SECTION 2. All meetings of the Society shall be called by giving not less than ten days' notice to all members by mail, so far as their addresses may be known.

SECTION 3. Twenty-five members of the Society shall constitute a quorum for the transaction of all business.

ARTICLE V

*Officers*

SECTION 1. The officers of the Society shall be a Chairman, a Vice-Chairman, a Treasurer, a Recording Secretary, a Secretary for Domestic Correspondence, a Secretary for Foreign Correspondence, the President, and such other officers as the Council may deem necessary or advisable. The Chairman and the Vice-Chairman each shall be elected annually by ballot by the members at the annual meeting and shall hold office for one year and until their successors are elected. The Treasurer and the Recording Secretary each shall be elected by ballot by the members at an annual meeting for a term of four years and each may be reelected to a second term of four years, after which each shall vacate such office for one year before being eligible for reelection to that office. The Secretary for Domestic Correspondence and the Secretary for Foreign Correspondence each shall be elected for a term of three years by ballot by the members at an annual meeting and each may be reelected to a second term of three years, after which each shall vacate such office for one year before being eligible for reelection to that office. No person shall be elected an officer who has reached the age of seventy-two at the date of such election. Vacancies in any office, occurring between annual meetings of the Society, may be filled by the Council until the next annual meeting.

SECTION 2. The Chairman and Vice-Chairman shall discharge the usual duties of their respective offices and such other duties as may be assigned to them from time to time by the Council. The Chairman shall be, *ex officio*, a member of all committees.

SECTION 3. The Treasurer shall have and may exercise the powers and duties commonly incident to his office. The Treasurer shall have custody of all securities of the Society, which he shall keep, manage, and invest under the direction and control of the Finance Committee. The Treasurer shall have the custody of all other funds and monies of the Society and shall deposit, pay out, and dispose of the same under the general control and direction

of the Council and the Finance Committee. The securities of the Society may be held in the custody of such banks or trust companies within or without the City of Worcester as the Council may from time to time select. The Treasurer shall keep accurate books of account, which shall always be open to inspection by the Council. The Treasurer shall render to the members of the Society annually, and to the Council whenever it requires, a statement of the accounts and financial condition of the Society. The Treasurer shall give bond for the faithful performance of the duties of the office, in such sum or sums and with such surety or sureties as the Council may direct.

SECTION 4. The Recording Secretary shall keep records of all business transacted at the meetings of the Society, of the Council, and of the admission of members. The Recording Secretary shall give notice of meetings of the Society and of the Council to the respective members thereof.

SECTION 5. The President of the Society shall be appointed by the Council and shall serve at its pleasure. The compensation of the President shall be fixed by the Council. The President shall be the executive officer of the Society and, subject to the instructions of the Council, shall be responsible for the general operation of the Society. The President shall supervise the services of all employees and shall supervise all expenditures. With the advice of the Finance Committee and the Treasurer, the President shall prepare and present to the Council at the meeting of the Council next preceding the annual meeting of the Society a list of appropriations for the ensuing year. The President shall perform such other duties as may be required by the Council and shall furnish a report of his actions at each meeting of the Council and at the annual meeting of the members. The President shall be, *ex officio*, a nonvoting member of all committees.

ARTICLE VI  
*The Council*

SECTION 1. The Council shall consist of the Chairman, the Vice-Chairman, the Treasurer, the Recording Secretary, the Secretary for Domestic Correspondence, the Secretary for Foreign Correspondence, the President, and eighteen other members of the Society. Each Councillor who is not an officer shall be elected in one of three classes for a term of three years by ballot by the members at an annual meeting of the Society, and each may be reelected to a second term of three years, after which each shall vacate such office for one year before being eligible for reelection to the Council.

SECTION 2. Former officers and Councillors of the Society from time to time may be nominated and elected Honorary Councillors by the Council. Honorary Councillors may attend regular meetings of the Council at which they shall have voice but no vote.

SECTION 3. The Council shall have the general control and supervision of all of the doings and of all of the property of the Society not specifically reserved by these Bylaws to the members of the Society. The Council may, by a Finance Committee or other Committee duly authorized, take, release, or transfer securities for any portion of the funds of the Society, or for money due it, and may receive and execute receipts and also deeds or leases of real estate on behalf of the Society and it may determine by what officer or officers such receipt, deeds, or leases of the Society shall be executed.

SECTION 4. Any officer or Councillor may be removed from office with or without cause by the affirmative vote of two-thirds of all the members of the Council at any of its regular or special meetings, provided that the notice of the meeting includes notice of the proposed action.

SECTION 5. The Council shall meet at such times and places as it may deem necessary. Special meetings may be called by the Chairman or by written request of five members of the Council,

and if so called, notice thereof shall be given by the Recording Secretary.

SECTION 6. Notice of all meetings of the Council shall be mailed by the Recording Secretary to each member of the Council not less than ten days prior to the date of any meeting.

SECTION 7. Seven members shall constitute a quorum of the Council.

SECTION 8. The Council shall, at the annual and semiannual meetings of the Society, make a report of its deliberations.

## ARTICLE VII

### *Committees*

SECTION 1. The Chairman shall appoint from the membership of the Society a Committee on Development, a Committee on Education, a Committee on Fellowships, a Committee on Finance, a Committee on the Hall, a Committee on the Library, a Committee on Membership, a Committee on Nominations, a Committee on Personnel, and a Committee on Publications. Except for the Committee on Development and the Committee on Personnel, members of committees shall serve terms of three years and until their successors shall be appointed by the Chairman. The Chairman may from time to time appoint such other committees, including an Executive Committee with power to act on behalf of the Council between meetings thereof, as the Council may deem necessary or advisable.

SECTION 2. Persons chosen to preside over standing committees shall be members of the Council.

SECTION 3. The Committee on Development shall advise the President in matters pertaining to the raising of capital and operating funds of the Society, as well as in public relations related thereto, subject to the control of the Council.

SECTION 4. The Committee on Education shall advise the President in matters pertaining to the educational programs of the Society, subject to the control of the Council.

SECTION 5. The Committee on Fellowships shall advise the President in matters pertaining to the fellowship programs of the Society, subject to the control of the Council.

SECTION 6. The Committee on Finance shall direct the Treasurer in all matters connected with the investments of the Society and shall advise the Treasurer and the President with regard to other financial matters, subject to the control of the Council.

SECTION 7. The Committee on the Hall shall, with the President, have the care and oversight of the land and buildings of the Society, subject to the control of the Council.

SECTION 8. The Committee on the Library shall advise the President on the formation of policies pertaining to the acquisition, preservation, and disposition of library and museum materials and the use thereof, subject to the control of the Council.

SECTION 9. The Committee on Membership shall consider for membership in the Society all nominations received from the President and such other nominations as it deems advisable. The President, in behalf of the Committee, shall mail to each member of the Council, not less than ten days prior to the date of each Council meeting at which the Council is to consider candidates for election, a list of those persons recommended for election to the Society by the Committee.

SECTION 10. The Committee on Nominations shall nominate, at least one month before the annual meeting, one or more candidates for each office to be filled at the annual meeting of the Society. The President shall, immediately upon receiving such nominations, post the list of nominations in some public place in Antiquarian Hall. Nominations for any office to be filled at the annual meeting of the Society, in addition to those made by the Committee on Nominations, may be made by papers filed by fifteen or more members of the Society deposited with the President not less than fourteen days prior to the annual meeting. A list of those persons nominated by the Committee on Nominations and notification of any other nominations shall be mailed to the

members of the Society not less than ten days prior to the date of the annual meeting.

SECTION 11. The Committee on Personnel shall advise the President on the formation of all policies pertaining to the management and supervision of the employees of the Society, subject to the control of the Council. The committee shall consist of the Chairman who shall chair the committee, the Vice-Chairman, and at least one other member of the Society.

SECTION 12. The Committee on Publications shall advise the President on the issue of all publications of the Society, subject to the control of the Council.

## ARTICLE VIII

### *Finance*

SECTION 1. The fiscal year shall begin on the first day of September in each year.

SECTION 2. The books of account of the Society shall be audited annually by a certified public accountant.

SECTION 3. No part of the net earnings or the assets of the Society shall inure to the benefit of any officer, member, or private individual or be appropriated for any purpose other than for the stated purposes of the Society. In the event of dissolution of the Society, all assets remaining after the payment of liabilities shall be paid over to one or more educational institutions or research libraries that are organized and operated solely for educational or other charitable purposes and that are exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of future law, and contributions to which are deductible for federal income, gift, and estate tax purposes, all as the Council by the affirmative vote of a majority of its members may determine, subject, however, to such judicial approval or judicial proceedings as may be required by Massachusetts law.

ARTICLE IX  
*Indemnification of Officers*

Each officer of the Society as enumerated pursuant to Section 1 of Article V and each member of the Council shall be indemnified by the Society against any cost, expense (including attorney's fees), judgment and/or liability reasonably incurred by or imposed upon him in connection with any action, suit, or proceeding (including any proceeding before any administrative or legislative body or agency), to which he may be made a party or otherwise involved or with which he shall be threatened, by reason of his being a member of the Council or officer (whether or not he continues to be a member of the Council or officer at the time such action, suit, or proceeding is brought or threatened), except with respect to matters as to which he shall have been finally adjudicated in any action, suit, or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Society; in the event of settlement of any action, suit or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the Society is advised by independent counsel (who may be the counsel regularly employed by the Society) that such member of the Council or officer, in the opinion of such counsel, acted in good faith in the reasonable belief that his action was in the best interests of the Society. The foregoing right of indemnification shall be in addition to any rights to which any member of the Council or officer may otherwise be entitled and shall inure to the benefit of the heirs, executors, or administrators of each such member of the Council or officer. The Society may pay the expenses incurred by a member of the Council or officer in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification as provided in this Article and may purchase and maintain insurance to fund payment

of its obligations under this Article IX. The Council may in such cases and to such extent as from time to time it may determine, vote to provide indemnification to employees of the Society, by insurance or otherwise, except with respect to matters as to which such employee shall have been finally adjudicated in any action, suit, or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Society.

#### ARTICLE X

##### *Conflict of Interest*

In the absence of fraud or bad faith, no contract or transaction by the Society shall be void, voidable, or in any way affected by reason of the fact that the contract or transaction is (a) with one or more of its officers, members of the Council, or employees, or (b) with a corporation, organization, or other concern in which an officer, member of the Council, or employee of the Society is an officer, director, stockholder, employee or in any way interested, provided, however, that each such contract or transaction referred to in (a) and each such contract or transaction referred to in (b), if the interest is material, shall have been disclosed to the members of the Council voting on such contract or transaction and the minutes of the action taken shall reflect such disclosure. The provisions of this Article shall apply, notwithstanding the fact that the presence of a member of the Council of the Society with whom a contract or transaction is made or entered into or who is an officer, director, stockholder, or employee of a corporation, organization or other concern with which a contract or transaction is made or entered into or who is in any way interested in such contract or transaction was necessary to constitute a quorum at a meeting of the Council (or any authorized committee thereof) at which such contract or transaction was authorized. A general notice to any person voting on any such contract or transaction, which notice is recorded in the minutes, that an officer or member of the Council has a material interest in any corporation, organization, or other

concern shall be sufficient disclosure as to such officer or member of the Council with respect to all contracts and transactions with such corporation, organization, or other concern.

ARTICLE XI

*Amendments*

These Bylaws may be amended by a two-thirds vote of the members present at any meeting of the Society, provided that notice of the proposed amendment shall have been mailed or given to each member with the call of the meeting. No amendment may be made which adversely affects the Society's tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of future law, or the deductibility of contributions to the Society for federal income, gift, and estate tax purposes, or which permits the distribution of assets under Section 3 of Article VIII to an entity other than one to which distribution of assets may be made by an organization exempt under Section 501 (c) (3) without affecting its exempt status under the Internal Revenue Code.

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