

Bylaws of the American Antiquarian Society Adopted October 19, 2001

ARTICLE I¹

Name, Location, and Incorporation

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

ARTICLE II

Purpose

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 documenting 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.

1. The Bylaws were last published, together with the texts of the documents relating to the Society's incorporation in 1812, in *Proceedings of the American Antiquarian Society* 99 (1989): 313-29. The present address of the Society is 185 Salisbury Street, Worcester, Massachusetts 01609-1634.

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. Number of members. The members of the Society shall at no time exceed eight hundred.

SECTION 2. Nominations. Nominations of persons whose interests and qualifications are compatible with the purposes of the Society and who may be expected to participate in the affairs of the Society and to support its activities may be made by any member of the Society, in writing to the Nominating Committee to be dealt with as provided in Article VII, Section 9.

SECTION 3. Election. No person shall be elected a member until his or her² nomination for membership has been 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 duly called meeting of the Society. 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

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

be. It shall require the affirmative vote of at least three-fourths of all the ballots cast to elect a member. Membership shall be effective only upon the candidate's written acceptance.

SECTION 4. Voting rights of members. 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 5. Resignation. Any member may resign from membership by submitting a resignation in writing to the Chairman.

ARTICLE IV

Meetings of the Society

SECTION 1. Dates. The annual meeting of the Society shall be held on the third Wednesday of October in Worcester, Massachusetts. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. The semiannual meeting shall be held at such date in April and place as the Council may designate.

SECTION 2. Notice. 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. Quorum. Twenty-five members of the Society shall constitute a quorum for the transaction of all business.

SECTION 4. Special meetings. Special meetings of the members may be called by the Chairman or by vote of the Councillors and shall be called by the Recording Secretary, or in the case of the death, absence, incapacity, or refusal of the Recording Secretary, by any other officer, upon written application of at least ten members of the Society.

ARTICLE V

Officers

SECTION 1. *Election.* 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 the members at the annual meeting and may be reelected to successive terms until their successors are elected. The Treasurer and the Recording Secretary each shall be elected 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 Recording Secretary shall be a resident of the Commonwealth unless the Society shall have a duly appointed resident agent. The Secretary for Domestic Correspondence and the Secretary for Foreign Correspondence each shall be elected for a term of three years 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. Vacancies in any office, occurring between annual meetings of the Society, maybe filled by the Council until the next annual meeting.

SECTION 2. *Duties of Chairman and Vice Chairman.* 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. *Duties of Treasurer.* 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 Investment and 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 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 Council may require the Treasurer to 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. Duties of Recording Secretary. The Recording Secretary shall see that records are kept 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. Duties of Secretary for Domestic Correspondence and Secretary for Foreign Correspondence. The Secretary for Domestic Correspondence and the Secretary for Foreign Correspondence shall discharge duties as may be assigned to them from time to time by the Council.

SECTION 6. Duties of President. The President of the Society shall be appointed by the Council and shall serve at its discretion. The compensation of the President shall be fixed by the Council. The President shall be the chief executive officer of the Society and, subject to the instructions of the Council, shall be responsible for the management of the Society. The President shall supervise the services of all employees and shall supervise all expenditures. With the advice of the Investment and 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 budget for the ensuing year. The President shall perform such other duties and furnish such reports as

may be required by the Council. The President shall be, *ex officio*, a nonvoting member of all committees.

ARTICLE VI

The Council

SECTION 1. Designation. The Council shall consist of the Chairman, the Vice Chairman, the Treasurer, the Recording Secretary, and 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 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. Honorary Councillors. 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. Duties of the Council. The Council shall have responsibility for governance of the Society and for stewardship of its assets. All corporate powers shall be exercised by or under the authority of the Council, which shall also be responsible for the business and affairs of the Society not specifically reserved by these Bylaws to the members of the Society. The Council may, by an Investment and 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. Removal from office. 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. Any officer or Councillor may be removed for cause only after reasonable notice and opportunity to be heard.

SECTION 5. Meetings of the Council. 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. Members of the Council or any member of a duly authorized committee may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

SECTION 6. Notice. The Recording Secretary shall mail notice of all meetings of the Council to each member of the Council not less than ten days prior to the date of any meeting. Whenever notice of a meeting is required to be given, a Councillor under applicable laws or these Bylaws, a written waiver thereof, executed before or after the meeting by such Councillor or his attorney there unto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

SECTION 7. Quorum. A majority of the Councillors duly elected shall constitute a quorum of the Council.

SECTION 8. Action without meeting. Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting if all the Councillors consent to the action in writing and the written consents are filed with the records of the action.

SECTION 9. Reporting. The Council shall at the annual and semi-annual meetings of the Society, make a report of its deliberations.

ARTICLE VII

Committees

SECTION 1. Designation. The Chairman shall appoint from the membership of the Society the following standing committees: the Investment and Finance Committee, the Nominating Committee, and the Compensation Committee. Members of standing committees shall serve terms of three years and until their successors shall be appointed by the Chairman. The Chairman may, from time to time and for such term of service as is appropriate, appoint such other committees, subcommittees, or task forces as the Council may deem necessary or advisable, such as the Development Committee and the Collections and Programs Committee.

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

SECTION 3. The Investment and Finance Committee. The Investment and Finance Committee shall direct the Treasurer in all matters connected with the investments of the Society, shall recommend an annual budget for adoption by the Council, and shall advise the Treasurer and the President with regard to other financial matters, subject to the control of the Council.

SECTION 4. The Nominating Committee. The Nominating Committee shall consider for membership in the Society all nominations received from the members and such other nominations as it deems advisable and shall present candidates for membership to the Council and to the members, as provided in Article III. Furthermore, the Nominating Committee shall nominate 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. Additional nominations for any office

to be filled at the annual meeting of the Society may be made by papers filed in advance of the annual meeting by fifteen or more members of the Society and deposited with the President, who shall post them along with the list of nominations made by the Nominating Committee. The Nominating Committee shall work to assure appropriate orientation of newly elected Councillors and to assist with other board development work as requested by the Chairman.

SECTION 5. The Compensation Committee. The Compensation Committee shall be responsible for insuring compliance with applicable federal and state employment regulations and shall advise the regarding issues of staff compensation and benefits, hiring and succession planning, and performance evaluation. The Compensation Committee also shall conduct an annual performance evaluation of the President.

ARTICLE VIII

Finance

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

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

SECTION 3. Distribution of assets. 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 fed-

eral 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 I 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 crim-

inal 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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