

*Proceedings  
of the Semiannual Meeting*

APRIL 19, 1978

BOSTON PUBLIC LIBRARY

BOSTON

THE SEMIANNUAL meeting of the American Antiquarian Society was held at the Rabb Lecture Hall of the Boston Public Library in Boston, Massachusetts, on Wednesday, April 19, 1978, at 11:04 A.M. with the following members present: Elmer Lee Andersen, Rodney Armstrong, Frederick Edward Bauer, Jr., Philip Charles Beals, Walter Douglas Bell, William Bentinck-Smith, Karl Lombard Briel, Douglas Wallace Bryant, Kathryn Clark Buhler, Lyman Henry Butterfield, Roger Butterfield, Louisa Dresser Campbell, Richard Watrous Couper, John Whitin Curtis, John Daniel Cushing, Bruce Goddard Daniels, Warren Gilbert Davis, Henry Bowen Dewey, Linwood Mandeville Erskine, Jr., Frederic Breakspear Farrar, Malcolm Freiberg, Ebenezer Gay, George Edmund Gifford, Jr., Archibald Hanna, Jr., William Henry Harrison, Joseph Welles Henderson, Jr., Sinclair Hamilton Hitchings, Robert Bruce Hitchman, Hudson Hoagland, Henry Hornblower II, Everett Harold Hugo, Howard Bonar Jefferson, John Jeppson, 2nd, Alvin M. Josephy, Jr., Elliott Burris Knowlton, Edward Connery Lathem, Bertram Kimball Little, Marcus Allen McCorison, Philip James McNiff, James Robert Maguire, Keyes DeWitt Metcalf, Amy Bess Williams Miller, Lawrence Kelton Miller, Peter Shepard Morgan, Ray Nash, William Bradford Osgood, Charles van Ravens-

waay, Stephen Thomas Riley, Stuart Capen Sherman, Herbert Trafton Silsby II, Roderick Douglas Stinehour, Roger Eliot Stoddard, Henry Schofield Streeter, George Thomas Tanselle, David Frederic Tatham, Robert Joseph Taylor, Alexander James Wall, Jr., Michael Joseph Walsh, John William Ward, Ruth Dyer Wells, and James Russell Wiggins.

President Jeppson presided. The reading of the minutes of the meeting held October 19, 1977, was waived. President Jeppson reported the deaths of the following members:

Mary Gage Rice	November 23, 1977
Everett Lee DeGolyer, Jr.	December 17, 1977
Charles Franklin Montgomery	February 21, 1978
Walter Muir Whitehill	March 5, 1978
David Milton Kendall McKibbin	March 28, 1978
Guy Warren Walker, Jr.	April 18, 1978

The report of the Council was presented by Mr. McCorison and the report of the Treasurer was presented by Mr. Daniels. Both reports were accepted by vote.

Upon motion duly seconded it was

VOTED To amend the Bylaws to renumber Article IX as Article XI and to add new Articles IX and X providing for the indemnification of officers and members of the Council and permitting certain transactions between the Society and its officers and members of the Council under certain circumstances, said new Articles to read:

#### 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 and 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.

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. 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 and/or that the vote of such member of the Council was necessary for the adoption of such contract or transaction, provided that if said interest was material, it shall have been known or disclosed to the members of the Council voting at said meeting on said contract or transaction and the minutes of the action taken shall reflect such disclosure. A general notice to any person voting on said contract or transaction 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.

Upon motion duly seconded it was

VOTED To amend Section 3 of Article VIII of the By-laws by adding at the start thereof the clause: 'Except as may otherwise be provided in Articles IX and X of these By-laws,'.

The following persons were elected by ballot to membership in the Society with Roger E. Stoddard and J. Welles Henderson acting as tellers: Alfred Du Pont Chandler, Jr.,

George McKee Elsey, Percy William Filby, Julia Chase Fuller, David Morris Lank, David Levin, Martin Emil Marty, Harold T. Miller, Morris H. Saffron, Richmond Dean Williams, John Wilmerding, and John Munro Woolsey, Jr.

Richard W. Couper presented a paper entitled 'Quality Survival: The Quasi Institution' and Douglas W. Bryant, Keyes D. Metcalf, and John William Ward presented brief comments on Mr. Couper's paper.

Mr. Jeppson expressed the thanks of the Society to Philip J. McNiff, librarian of the Boston Public Library, and his staff for their hospitality.

The meeting adjourned at 12:20 P.M. to be followed by refreshments as the guests of Augustus P. Loring and William B. Osgood and luncheon in the State Suite of the Copley Plaza Hotel.

Linwood M. Erskine, Jr.  
Recording Secretary

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