

Bylaws
Voted October 16, 1968,
and Amended October 15, 1975,
and April 19, 1978

ARTICLE I¹
Name and Location

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

ARTICLE II
Purpose

The purposes of this Society shall be those set forth in a Special Act of the Legislature of the Commonwealth of Massachusetts, passed October 24, 1812, namely:

The collection and preservation of the Antiquities of our country, and of curious and valuable productions in Art and Nature, hav[ing] a tendency to enlarge the sphere of human knowledge, [to] aid the progress of science, to perpetuate the history of moral and political events, and to improve and interest posterity—

ARTICLE III
Membership

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

¹ The bylaws were last published, together with the text of the documents relating to the incorporation of the Society in 1812, in the *Proceedings* 78(1968):204-16.

SECTION 2. No person shall be elected a member until his nomination for membership has been at least one (1) 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 and it shall require at least three-fourths ($\frac{3}{4}$) of all the ballots cast to elect a member.

SECTION 3. Nominations of persons deemed suitable for membership may be made by any member of the Society, in writing to the Director, who shall refer the same to the Membership Committee.

SECTION 4. All elections to membership shall be by written ballot on which shall be placed the names of all persons recommended to the Society for membership by the Council. The vote shall be made by each voter marking a cross 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 Director shall send by mail a written notice of his election to every newly elected member. If any person so elected and notified fails for four (4) months to signify in writing to the Director his acceptance of membership, the Director shall report such neglect 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 Director and his name shall thereafter be omitted from the roll of members.

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 place as the Council may designate on the third Wednesday in April unless the third Wednesday in April falls on a legal holiday, in which case the meeting shall be held on such day in April as the Council shall designate.

SECTION 2. All meetings of the Society shall be called by giving not less than seven (7) days' notice to each member by mail, so far as his address may be known.

SECTION 3. Special meetings of the Society may be called by the President, a majority of the Council, or upon the written request of fifteen (15) members of the Society, and shall be called by the Recording Secretary.

SECTION 4. Twenty-five (25) 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 President, a First Vice-President, a Second Vice-President, a Treasurer, a Recording Secretary, a Secretary for Domestic Correspondence, a Secretary for Foreign Correspondence, a Director, the elected Councillors, and such other officers as the Council may deem necessary or advisable. The President, the Vice-Presidents, the Treasurer, the Recording Secretary, the Secretary for Domestic Correspondence, and the Secretary for Foreign Correspondence 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. Vacancies in

any office may be filled by the Council until the next annual meeting.

SECTION 2. The President and Vice-Presidents 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 President 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. If required by the Council, 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 Director of the Society shall be appointed and his compensation fixed by the Council and shall serve at

the pleasure of the Council. The Director shall be the administrative officer of the Society and, subject to the instructions of the Council, shall be responsible for the general operation of the Society. The Director shall supervise the services of all employees and shall supervise all expenditures. With the advice of the Finance Committee and the Treasurer, the Director 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 Director shall perform such other duties as may be required by the Council and shall furnish a report of his doings at each meeting of the Council and at the annual meeting of the members. The Director shall be, *ex officio*, a non-voting member of all committees.

ARTICLE VI

The Council

SECTION 1. The Council shall consist of the President, the Vice-Presidents, the Treasurer, the Recording Secretary, the Secretary for Domestic Correspondence, the Secretary for Foreign Correspondence, the Director, and not less than ten (10) nor more than fifteen (15) other members of the Society who shall be elected annually at the annual meeting of the Society.

SECTION 2. The Council shall have the general control and supervision of all of the doings and 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 3. The Council shall appoint the Director of the Society.

SECTION 4. The Council shall meet at such times and places as it may deem necessary. Special meetings may be called by the President or by written request of four (4) members of the Council, and shall be called by the Recording Secretary.

SECTION 5. Notice of all meetings of the Council shall be mailed by the Recording Secretary to each member of the Council at least seven (7) days prior to the date of any meeting.

SECTION 6. Five (5) members shall constitute a quorum of the Council.

SECTION 7. The Council shall, at the annual and semi-annual meetings of the Society, make a report to the members of its doings.

ARTICLE VII

Committees

SECTION 1. *Appointment*

The President shall annually appoint from the membership of the Society a Library Committee, a Finance Committee, a Committee on the Hall, a Publications Committee, a Membership Committee, and a Nominating Committee. The President may from time to time appoint such other committees as the Council may deem necessary or advisable.

SECTION 2. *Committee Chairmen*

Committee Chairmen of the standing committees shall be chosen from the membership of the Council.

SECTION 3. *Library Committee*

The Library Committee shall, with the advice of the Director and Librarian, determine the policies of the Society with regard to acquisition, preservation, and disposition of library and museum materials and the use thereof, subject to the control of the Council.

SECTION 4. *Finance Committee*

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

SECTION 5. *The Committee on the Hall*

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

SECTION 6. *Publications Committee*

The Publications Committee shall advise the Director in the issue of all publications of the Society, subject to the control of the Council.

SECTION 7. *Membership Committee*

The Membership Committee shall consider for membership in the Society all nominations received from the Director and such other nominations as it deems advisable. The Director, on behalf of the Committee, shall mail to each member of the Council, at least seven (7) days prior to the date of each Council meeting at which the Council is to consider candidates for election, a list of the recommendations of the Membership Committee.

SECTION 8. *Nominating Committee*

The Nominating Committee 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 Director shall, immediately upon receiving such nominations, post the same in some public place in the Society's Library. Nominations for any office to be filled at the annual meeting of the Society, in addition to those made by the Nominating Committee, may be made by papers filed by fifteen (15) or more members of the Society deposited with the Director at least two weeks before the annual meeting. The Director shall, immediately upon receiving such nominations,

post the same in some public place in the Society's Library. Copies of the nominations by the Nominating Committee and copies of any other nominations shall be mailed to the members of the Society at least one week prior to the date of the annual meeting.

ARTICLE VIII

Finance

SECTION 1. *Fiscal Year*

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

SECTION 2. *Audit*

The books of the Society shall be audited annually by a public accountant.

SECTION 3. *Distribution of Assets*

Except as may otherwise be provided in Articles IX and X of these Bylaws, no part of any earnings or assets of the Society may benefit any private person or individual other than by payment of reasonable compensation to employees and the normal carrying out of the educational purposes of the Society. In the event of dissolution of the Society, all assets remaining after the payment of all liabilities shall be paid over to one or more educational institutions, operating libraries, which are exempt under Section 501 (c) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue 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.

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.

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 amendments shall have been mailed or given to each member with the call of the meeting. No amendment may be made which affects the tax-exempt status under

Section 501 (c) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law, or which affects the distribution of assets under Section 3 of Article VIII of these Bylaws.

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