

## **Association for Preservation Technology Delaware Valley Chapter By-Laws**

Adopted: October 5, 1994  
Amended: 11 December 1996  
Amended: 20 January 2011

### SECTION 100 PURPOSES

101. The name of the organization shall be The Association for Preservation Technology / Delaware Valley Chapter (APT-DVC).
102. The organization's legal address shall be Box 22443, Philadelphia, PA 19110.
103. The purposes of the organization shall be the same as those of The Association for Preservation Technology International (APTI): as a not-for-profit, education corporation to encourage, promote and advance research, training and the dissemination of information relating to preservation technology and the historic preservation of buildings, sites and objects. The Corporation is organized exclusively for charitable purposes as defined by Section 501(c) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of any individual and no member, director, officer, or employee of the Corporation shall receive any pecuniary benefits of any kind, except reasonable compensation for services affecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in (including the publishing or distributing statements of) any political campaign on behalf of any candidate for public office.

### SECTION 200 MEMBERSHIP

201. The Board will fix dues for membership to APT-DVC.
202. Members are persons who have paid the annual dues for membership for the current year.
203. Members are to have no property rights to assets of the Chapter.
204. If a member is found by the Board to be acting at cross purposes to the organization's program and objectives, they may be removed by a 2/3 vote of the entire Board of Directors.
205. A Member so charged is to be given 30 days to respond to the charges. If the Board finds the charges to be true, the Member's dues are to be returned and the Member is to be expelled.
206. Members may resign. Resignation shall be made in writing to the Chair of APT-DVC. Dues shall be forfeited.
207. Membership to APT-DVC is open to all regardless of race, color, sex, religion or national origin.

SECTION 300  
OFFICERS / BOARD OF DIRECTORS

301. The control of the organization is in the hands of the Board of Directors.
302. The Board is to be composed of 9 to 15 persons.
303. The number of Directors to compose the Board is to be determined by two-thirds of the Board.
304. Qualifications of prospective Board members shall be presented to the membership prior to voting for the Board of Directors.
305. Directors are to be elected for three year terms.
306. Approximately one-third of the Directors are to be elected each year.
307. Directors may only serve for two consecutive terms. They may return to the Board after one year.
308. The immediate past Chair is to be an ex-officio member of the Board for two years.
309. The Board can fill unexpired terms of vacant Board memberships. The Member filling such a vacancy is to serve until the next general membership meeting. If the Member filling such a vacancy wishes to continue serving on the Board, that Member must stand for election at the next general membership meeting.
310. A member of the Board may be removed by a 2/3 vote of the remaining members of the Board of Directors.
311. Officers are to be elected by the Board annually.
312. No Officer is to serve for more than three consecutive years.
313. Officers are to remain in office until their terms expire, until a successor is elected by the Board, or until death, resignation or removal.
314. Officers are to be Chair, Vice-Chair, Secretary and Treasurer.
315. The Chair is the chief executive officer and shall be an ex-officio member of all committees.
316. The Vice Chair is to act for the Chair in the Chair's absence.
317. The Secretary shall be responsible for keeping and maintaining Chapter records including meeting minutes, the Chapter By-Laws and copies of the Treasurer's reports.
318. The Treasurer is to handle funds, keep financial records and related documents as required.
319. The Board will meet at least quarterly.
  - a. Special meetings may be called by three members of the Board acting in concert. Such meetings shall take place no less than ten days after the call for the meeting has been delivered to the Officers and the Board members.

- b. The Chair may call special meetings of the Board within 24 hours, for any purpose. These meetings must be accessible over the Internet to Board members.
  - c. Meetings can take place in person, via phone or by electronic means utilizing the Internet.
320. In emergencies, Board Members are to be contacted by such means as may be feasible at the time.
321. Every meeting is to have a designated Chair.
322. Directors missing three consecutive Board meetings without cause, may be removed by a two-thirds majority of the Board.
323. For the Board to take action, the quorum for the Board meeting is to be 50% of the Board. Then the Board may adopt resolutions by a majority vote of those attending.
324. Each Board Member is to have one vote.
325. The Board may require certain Officers or Board members to be bonded.
326. Board members must be members in good standing of APT-DVC.

#### SECTION 400 MEETINGS

401. There is to be an annual meeting.
402. The annual meeting is to include a complete Treasurer's report.
403. All Members are to receive at least five days notice in advance of any general meeting and four (4) weeks notice of the Annual General Meeting. Place, date and time of meetings are to be mentioned in the notice.
404. Special meetings of Members may be called by the Chair or the Chair's designate.
405. Each Member will have one vote at general meetings.
406. The Chair may continue a meeting, allowing for a vote at the time of the reconvened meeting.
407. No quorum of Members need to be present at a general membership meeting.
408. Members have the right to attend all meetings, including Board meetings. Non-members of the Board attending a Board meeting will have no vote.

#### SECTION 500 ELECTIONS

501. The Board will be elected by a majority of Members present at the annual meeting.
502. Each Member is to have one vote.
503. Provide for proxy votes.

504. The Chair is to appoint three Chapter Members to be Judges of the Election. Neither the Chair nor any of the nominees are to serve as Judges.
505. The Nominating Committee shall consist of three (3) members of the Chapter appointed by the Board of Directors. This Committee shall submit to the Annual Meeting of the Members nominations for vacancies on the Board. Names of the nominees shall be included in the notice of the Annual Meeting. Nominations may also be received from members of the Chapter. Such nominations shall be in writing and must be signed by three (3) members in good standing and be received by the Nominating Committee at least fifteen (15) days before the date of said meeting. Nominees must have agreed in advance to serve on the Board. The Chair shall not be a member of the Nominating Committee.

#### SECTION 600 DIVISION/DEPARTMENTS

601. Committees can be established as the Board considers necessary.
602. The majority of Members appointed to a committee will constitute a quorum for that committee to act.
603. All Committees are to keep minutes. Copies of these minutes are to go to the Secretary.
604. Each committee will have a designated Chair. The designated Chair will appoint an acting Chair if required.

#### SECTION 700 FISCAL MATTERS

701. The fiscal year is to be the calendar year.
702. No Director, Officer or Member will be compensated for services. However, if approved by the Board, any person may be reimbursed for out-of-pocket expenses.
703. All income is to be deposited and maintained in an APT-DVC account in a commercial bank.
704. Checks are to be signed by the Chair or Treasurer.
705. Transactions over \$200.00 are to be approved by the Board.
706. Contracts are to be signed by the Officers designated by the Board for that purpose.

#### SECTION 800 INDEMNIFICATION

801. Each Board member will be indemnified and held harmless by APT-DVC for actions taken by other members of APT-DVC.
802. Unless it can be proven that a Director knowingly created a substantial risk for the Chapter or did not "act in good faith," no Director will be personally liable for damages against the Chapter.

- 803. "Acting in good faith" shall be interpreted as meaning taking actions which are in the best interest of APT-DVC based upon the known facts at the time of said action(s).
- 804. Provisions will be maintained for the purchasing of Directors' liability insurance.

SECTION 900  
DISSOLUTION

- 901. Dissolution of the APT-DVC Chapter may only occur at a special meeting of the general membership called for that purpose. The entire membership shall have been notified of the time, place and purpose of such a meeting at least fifteen (15) days in advance of the meeting. Dissolution may take place only by the approval of a 2/3 majority of those present at said meeting.
- 902. In the event of the dissolution of the organization, all remaining assets will be distributed to organizations qualified under Section 501 (c X3) of the Internal Revenue Code.

SECTION 1000  
AMENDMENTS

- 1001. The Members may amend these By-Laws by a 2/3 majority vote. Members shall have received a written description of the proposed change(s) in these By-Laws at least five days in advance of an annual or special meeting held for such purpose.

SECTION 1100  
SEPARABILITY

- 1101. If any portion of the By-Laws is found to be contrary to the law of the Commonwealth of Pennsylvania, only that portion is to be stricken from the By-Laws.

END