

Association for Preservation Technology/ Delaware Valley Chapter Bylaws

I. Introduction

This chapter of the Association for Preservation Technology is established under Article 11 of the APT International Bylaws. It is organized to promote the interchange of ideas and knowledge concerning preservation technology and to further the goals of APT. It is meant to serve the needs of interested persons in the Greater Philadelphia area. The name of the chapter is Association for Preservation Technology /Delaware Valley Chapter (APT-DVC) and its mailing address is P.O. Box 22443, Philadelphia, PA 19110.

II. Membership

- A. Membership is open to any persons who are interested in preservation technology.
- B. Members are encouraged to also be members of Association of Preservation Technology International.
- C. Membership in good standing is dependent on the payment of annual dues.
- D. Members are persons who have paid the annual dues for membership for the current year.
- E. If a member is found by the Board to be acting at cross purposes or against the best interest of the organization's program and objectives, they may be removed by a two-thirds (2/3) vote of the entire Board of Directors.
- F. TERMS OF MEMBERSHIP:
 - a. The term of membership shall be twelve (12) months based on an annual twelve (12) month period from January 1st, except for those who become Life Members of the Association.
 - b. Memberships are not transferable.
 - c. Member dues received October 1st or thereafter of that calendar year will be put towards the following calendar year.
- G. REMOVAL:
 - a. The Board of Directors may remove a member of The Association for cause pursuant to a procedure adopted by the Board of Directors. Membership shall cease immediately upon the affirmative vote of two-thirds (2/3) of the Board of Directors.
 - b. Members not renewing their annual memberships, by payment of dues, thirty (30) days following the due date shall be removed from membership without further notice.
- H. Membership is categorized as:
 - a. Individual Member- Subscription period of one (1) year beginning on January 1st. Receive announcements of APT-DVC programs and symposiums. Receive free admission to programs and reduced admission to symposiums.

Association for Preservation Technology

Delaware Valley Chapter

Bylaws

- b. Corporate Member- Same subscription period and benefits as an Individual Membership but two (2) to four (4) members who work for a single company or organization, are bundled together at a reduced cost.
- c. Corporate Plus Member- Same subscription period and benefits as an Individual Membership but two (2) to eight (8) members who work for a single company or organization are bundled together at a reduced membership fee. The membership fee can be prorated at the direction of the Membership Chair to reflect less than eight (8) memberships.
- d. Life Member- Unlimited subscription period for the member for a one (1) time payment. Same benefits as an Individual Member.
- e. Student- Same subscription period and benefits as an Individual Membership but no membership fee is required for the subscription period as long as the Member is a student of an accredited undergraduate or graduate program (preservation, architecture, engineering, conservation, fine/decorative arts, etc.) or trade apprenticeship program.
- f. Young Professional Member- Same subscription period and benefits as an Individual Membership but a reduced membership fee is granted for the subscription period. This membership is for recent graduates of accredited undergraduate or graduate programs (preservation, architecture, engineering, conservation, fine/decorative arts, etc.) or trade apprenticeship program. These Young Professionals are able to register at this membership level for three (3) calendar years after graduation.

III. Board of Directors

- A. The control of the organization is in the hands of the Board of Directors.
- B. The Board is to be composed of nine to fifteen (9-15) Directors.
- C. The number of Directors to compose the Board is to be determined by two-thirds (2/3) majority vote of the Board.
- D. Qualifications of prospective Board Members shall be presented to the membership prior to voting for the Board of Directors.
- E. Directors are to be elected for three (3) year terms.
- F. Directors may only serve for two (2) consecutive terms. They may return to the Board after one (1) year's absence.
- G. The immediate past Chair is to be an ex-officio member of the Board for one (1) year.
- H. The Board can fill unexpired terms of vacant Board memberships by majority vote.
 - a. 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.
- I. A member of the Board may be removed by a two-thirds (2/3) vote of the remaining members of the Board of Directors.
- J. VOTING:

Association for Preservation Technology

Delaware Valley Chapter

Bylaws

- a. One or more Directors may participate in a meeting of the Board through conference telephone or similar communication equipment by means of which all participants can hear each other.
 - b. Any action taken at a meeting of the Board or of a committee of the Board may be by a written consent that sets forth the action and is signed by all members of the Board or the committee.
 - c. At any meeting, either in person or by teleconference/videoconference, of the Board of Directors at which a quorum is present, the vote of a majority of those present shall decide any matter except as otherwise provided by these bylaws.
 - d. Participation by two-thirds (2/3) of the Board will be considered the minimum number of Directors to form a quorum.
 - e. Any action required or permitted to be approved at a meeting of the Directors may be approved without a meeting via electronic voting, if a consent or consents to the action in record form are signed, before, on or after the effective date of the action, by all Directors in office on the date the last consent is signed. Any action taken shall be by unanimous written consent.
- K. The Board will meet at least quarterly but preferably bi-monthly.
- L. Special meetings may be called by three members of the Board acting in concert.
- a. Such meetings shall take place no less than ten (10) days after the call for the meeting has been delivered to the Officers and the Board members.

IV. Election to the Board of Directors

- A. Nomination to the Board of Directors of the chapter is open to any member in good standing of APT Delaware Valley Chapter who has the support of five other members in good standing of the chapter.
- B. In the event that no one petitions for a seat, the remaining Board members can solicit nominees.
- C. The Board of Directors shall act as the nominating committee and shall present a slate of nominees.
- D. Such nominees shall consist of a minimum of three (3) members of the Chapter nominated by the Board of Directors.
- E. This Committee shall submit to the membership nominations for vacancies on the Board.
- F. Nominees shall be voted on by the membership.
- G. Nominations may also be received from members of the Chapter.
- H. Nominees must have agreed in advance to serve on the Board.
- I. The Chair shall not be a member of the Nominating Committee.
- J. Nominees are to provide a resume and statement of intent to the Nominating Committee for distribution to the general members for voting purposes thirty (30) days minimum prior to annual meeting.
- K. Election to office is by plurality vote of voting members in good standing.
 - a. Voting is to be done electronically prior to the annual meeting.

Association for Preservation Technology

Delaware Valley Chapter

Bylaws

- b. The Board of Directors will be confirmed by a majority vote of Members present at the annual meeting.
- c. If the election is not confirmed at the Annual Meeting, the Board of Directors can elect to confirm the vote at the next meeting of the Board or recall the vote & hold a special election to fill empty board seats.

V. Officers of the Board of Directors

- A. There shall be four officers: Chair, Vice Chair, Secretary, and Treasurer.
- B. The Chair, as the chief executive officer of the chapter, shall have general supervision of the affairs of the chapter and shall normally preside at all meetings.
 - a. In the absence of the Chair, the Vice Chair is next in succession followed by the Secretary and the Treasurer.
 - b. In the event that the Chair cannot continue in office, the Vice Chair shall assume the Chairmanship for the duration of the term of office.
- C. In the event that the Vice Chair, Secretary, or Treasurer cannot continue in office, the Board of Directors may appoint a member to fill only the unexpired term.
 - a. In order to maintain sequence continuity between officers, the Board of Directors may elect the officer in a subsequent board meeting by majority vote.
 - b. Announcement of the election is to be made electronically to the membership within ten (10) days of election.
- D. The Secretary shall be responsible for keeping and maintaining Chapter records including meeting minutes, the Chapter bylaws and copies of the Treasurer's reports.
- E. The Treasurer is to handle funds, keep financial records, reports and related documents as required.
- F. Nomination of an Officer to the Board.
 - a. Nomination as an officer of the chapter other than the Chair is open to any Director.
 - b. A nominee to the Chair position must have been on the Board of Directors for the previous two (2) years minimum.
 - c. In the event that no one petitions for an office, the retiring officers can solicit nominees.
- G. Election to office is by plurality vote of the Board of Directors.
 - a. Officers shall assume their offices as of the first Board of Directors meeting after the annual meeting and serve until the following annual meeting.
 - b. The retiring officers shall deliver all monies, vouchers, books, and papers of the chapter to the new officers within thirty (30) days of the annual meeting.
- H. The term of Chair and Vice-Chair shall be staggered with the term of the Secretary and Treasurer.
- I. REMOVAL:
 - a. The Board of Directors may remove an Officer of the Board of Directors for cause pursuant to a procedure adopted by the Board of Directors. Membership to the

Association for Preservation Technology
Delaware Valley Chapter
Bylaws

Board shall cease immediately upon the affirmative vote of two-thirds (2/3) of the Board of Directors.

- b. Officers of the Board of Directors not renewing their annual memberships by payment of dues thirty (30) days following the due date shall be removed from the Board of Directors without further notice.

VI. Membership Meetings

- A. Meetings of the Board of Directors shall be held at approximate bi-monthly intervals.
- B. Meetings shall be held at such places as shall be designated by the officers.
- C. Special meetings of Members may be called by the Chair or the Chair's designate.
- D. The Secretary shall notify all officers in good standing of all meetings.
- E. The Annual Meeting shall include election results, confirmation of the Board of Directors, presentation of the summary report and a complete Treasurer's report.
- F. Members have the right to attend all meetings, including Board meetings.
 - a. Members who are not on the Board of Directors attending a Board of Directors meeting will have no vote.
- G. Meeting dates for each calendar year will be provided along with contact information for Members.

VII. Finances

- A. The chapter shall be supported by dues paid by the members as well as income from technical seminars and other sources consistent with the Articles of Incorporation.
- B. The dues structure shall be established by the officers and approved by the members.
- C. The Treasurer shall keep proper books of account with respect to:
 - a. All sums of money received and expended by the chapter.
 - b. All sales and purchases by the chapter.
 - c. All the assets and liabilities of the chapter.
 - d. All other transactions affecting the financial position of the chapter.
 - e. Filings to the Internal Revenue Service.
- D. The officers may select, with the approval of the Board of Directors, a paid bookkeeper to assist the Treasurer in the production of annual and other reports necessary for IRS filing reports.
- D. Upon written request from Chapters, the Board of Directors may authorize the Chapter to promote an event as sponsored or co-sponsored by APT International. Chapters may only use the name or logo of APT international as a sponsor or co-sponsor of events or other activities when prior written authorization and instruction(s) from the Board of Directors have been received approving such use.
- E. The fiscal year is to be the calendar year.

Association for Preservation Technology

Delaware Valley Chapter

Bylaws

- F. 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.
- G. All income is to be deposited and maintained in an APT-DVC account in a commercial bank.
- H. Checks are to be signed by the Chair or Treasurer.
- I. Transactions over two hundred dollars (\$200) are to be approved by the Board.
- J. Contracts are to be signed by the Officers designated by the Board for that purpose.
- K. RENUMERATION:
 - a. The Directors or Officers shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.
 - b. At the discretion of the Chair, Board members may be paid for their out-of-pocket expenses properly incurred by them in attending meetings of the board or of the members.
 - c. Payment shall be made of legitimate expenses upon receipt of an itemized and receipted list of such expenses submitted to the Treasurer.
- J. The officers shall submit an annual summary report to the membership at the annual meeting, with a copy to be sent to the Executive Director of APT International, for distribution to the Board of Directors.

VIII. Dissolution

- A. 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 two-thirds (2/3) majority of those present at said meeting.
- B. In the event of the dissolution of the organization, all remaining assets will be distributed to organizations qualified under Section 501 (c)(3) of the Internal Revenue Code.

IX. Repeal and amendment

- A. All amendments, alterations and repeals shall be voted upon by the members for a formal enactment by the Board of Directors.
- B. Members shall receive a written description of the proposed change(s) to the bylaws prior to voting.
- C. Electronic voting by the members shall be completed within 10-days of the poll being released.
- D. The Board of Directors may enact the amendments, alterations or repeals upon the approval of the members once the poll has been closed. The formal enactment of the

Association for Preservation Technology

Delaware Valley Chapter

Bylaws

approved amendments, alterations or repeals shall be finalized by a two-thirds (2/3) majority vote by the Directors at any meeting of the Board of Directors at which a quorum is present.

X. Committees

- A. Committees can be established as the Board considers necessary.
- B. The majority of Members appointed to a committee will constitute a quorum for that committee to act.

XI. Indemnification

- A. Each Board member will be indemnified and held harmless by APT-DVC for actions taken by other members of APT-DVC.
- B. 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.
- C. "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).
- D. Provisions will be maintained for the purchasing of Directors' liability insurance.