

**Updated following approval at November 15, 2008 SAH Board meeting  
Amended by SAH Board November 13, 2010 and April 1, 2012**

**BYLAWS**

*of the*

**Society of Architectural Historians, NFP**

**An Illinois Not for Profit Corporation**

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## **ARTICLE I - ORGANIZATION**

### **Section 1.1 Name and form of organization:**

(a) The name of the organization is Society of Architectural Historians, NFP. It is referred to in these Bylaws as the “Society.”

(b) The Society was organized on January 10, 2005, as a not-for-profit corporation pursuant to the provisions of the Illinois General Not-for-Profit Corporation Act of 1986 (hereinafter referred to as the “Act”). The Society succeeds all of the authority, powers and obligations of a Connecticut nonstock corporation of a similar name organized under the laws of the State of Connecticut in 1947 (the “Connecticut Society, described in Section 1.4, hereof), which is, itself, the successor to an association, the American Society of Architectural Historians, organized in 1940.

### **Section 1.2 Purpose and mission:**

The Society of Architectural Historians (SAH) promotes the study, interpretation and conservation of the built environment worldwide for the benefit of all. SAH serves a network of local, national and international institutions and individuals who, by vocation or avocation, focus on the teaching, practice and history of architecture, design, landscapes and urbanism.

To provide for them SAH will:

- Incubate scholarship, research and education about the history of the built environment
- Advocate for education about and conservation of the built environment
- Support innovation for the benefit of individuals and institutions at all levels of engagement
- Organize opportunities to present research and exchange ideas
- Sponsor new research and its presentation
- Publish new research and professional information
- Support the professional development of historians, practitioners and all who work with the history of the built environment
- Acknowledge outstanding scholarly and conservation accomplishments
- Partner with communities of shared interests
- Organize field trips to buildings, landscapes and sites worldwide
- Support the preservation and conservation of historic places and cultural landscapes worldwide

The Society of Architectural Historians supports a diverse culture of inclusiveness in all its hiring, publications, programs, fellowships and other endeavors. SAH provides equal opportunity without regard to race, color, religion, national origin, age, gender, sexual orientation, gender identity, marital status or physical ability.

(b) To enable it to fulfill its purpose and mission, the Society seeks and accepts financial support from individuals, institutions and sponsors (including colleges and universities and their various departments and subdivisions, foundations, other not-for-profit organizations, governmental bodies and business entities).

(c) The Society is organized and will be operated exclusively for public charitable, public education and public scientific purposes. No part of the net earnings or any portion of the assets of the Society will inure to the benefit of or be distributable to the members, directors or officers of the Society in their respective capacities as such.

The Society will, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose and mission set forth in this Section 1.2 within the express limitations of this Section.

(d) Without the express authority of the Executive Committee in each instance, no part of the activities of the Society, and even with the express authority of the Executive Committee, no substantial part of the activities of the Society, will consist of attempting to influence legislation. The Society will not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The Society will not engage in any activities that are unlawful under applicable federal, state, or local law. The Society will not be operated for the primary purpose of carrying on a trade or business for profit. The Society will not accumulate income, invest income, or divert income in a manner that would endanger its exempt status by virtue of Section 504 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"). Notwithstanding any other provision of these Bylaws, the Society will not have or exercise any power, nor will it directly or indirectly engage, in any activity that is not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(e) Should the Society ever be dissolved, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purpose and mission of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as will at the time of the dissolution qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

### **Section 1.3 Headquarters:**

(a) Until action otherwise by the Board of Directors, the principal office and administrative headquarters of the Society are and will at all times continue to be located in the Charnley-Persky House, 1365 North Astor Street, Chicago, Illinois (the "House").

(b) The House, designed by the architectural firm of Adler and Sullivan in 1891-1892 when Frank Lloyd Wright was a draftsman in the firm, is owned by the Society's affiliate, The Charnley-Persky House Museum Foundation, an Illinois not-for-profit corporation without members (the "Foundation"). The Bylaws of the Foundation provide that the maximum number of directors of the Foundation will be nine and that each of the five Elected Officers of the Society (as defined in Section 8.1 of the Bylaws of the Society) will be directors of the Foundation. The Elected Officers of the Society, in their capacities as directors of the Foundation, will take such steps as they deem necessary to assure that (i) the Foundation will retain ownership of the House unless and until it conveys ownership thereof to the Society, (ii) the Foundation restores and maintains the House according to United States Department of Interior standards, (iii) the Foundation complies with the terms of that certain Deed of Architectural Façade Preservation Easement and Conservation Right dated April 17, 1986 which conveys a façade easement on the House to the Chicago Architecture Foundation (and which easement the Chicago Architecture Foundation subsequently transferred to the Landmarks Preservation Council of Illinois, now known as Landmarks Illinois), (iv) the Foundation makes the House available to the Society for use as the Society's administrative headquarters and (v) the Elected Officers of the Society will at all times continue to constitute a majority of the total number of directors of the Foundation.

#### **Section 1.4 Merger:**

The Society is the successor organization to the Society of Architectural Historians, Incorporated, a non profit corporation organized on January 31, 1947 pursuant to the provisions of Chapter 192 of the General Statutes of Connecticut of 1930 (hereinafter referred to as the "Connecticut Society"). Accordingly, subject to compliance with the applicable provisions of the Connecticut Revised Nonstock Corporation Act and the Illinois General Not For Profit Corporation Act of 1986, the Society merged with and into the Connecticut Society, with the Society being the surviving corporation (the "Merger"). On the Effective Date of the Merger, October 1, 2005, the members of the Connecticut Society who were in good standing on the books and records of the Connecticut Society as of the Effective Date automatically were admitted to membership in the Society and those members of the Society who were formerly members of the Connecticut Society were granted all of the same rights, powers and duties under these Bylaws as such members had under the Bylaws of the Connecticut Society. There shall be no distinction between members of the Society who were originally members of the Connecticut Society and original members of the Society.

## **ARTICLE II - MEMBERSHIP**

### **Section 2.1 Eligibility; membership categories:**

The Society has three categories of members: (i) individuals (ii) institutions and (iii) professional associates. Upon application and payment of dues, membership in the Society is open to all those individuals and institutions located anywhere in the world who are interested in and wish to further the purpose and mission of the Society.

## Section 2.2 Individual members:

The category of individual members consists of natural persons divided into the following subcategories, each having the qualifications and the rights, privileges and benefits of membership set forth below or elsewhere in these Bylaws or as otherwise determined from time to time by the Board of Directors:

(i) **Regular** – Any scholar in the history of architecture, design, landscape or urbanism, any professional in an allied field (including architecture, historic preservation and planning) and any member of the interested general public is eligible for regular individual membership in the Society. Each regular individual member in good standing of the Society will be entitled to notice of and to attend and vote at every annual or special business meeting of the members of the Society. They will have access to the *JSAH* Archive, *JSAH* Online, SAHARA, *SAH Archipedia*, and the *SAH Newsletter*, to participate in conferences, lectures, seminars, study tours and other programs which are sponsored by the Society. They will enjoy such other benefits, including access to fellowships, as are extended to regular members from time to time by the Society. Regular members must opt in and pay additionally for print editions of *JSAH*, Buildings of the United States volumes and other print publications.

(ii) **Student** – Any student enrolled on a full time basis in an undergraduate or graduate program at any accredited college or university who furnishes satisfactory proof of such status to the Society is eligible for student membership in the Society. Each student member in good standing of the Society is entitled to the same rights, privileges and benefits of membership as are extended to regular individual members of the Society, including those set forth in subparagraph (i) above.

(iii) **Joint** – Any couple whose members are married or consist of domestic partners is eligible for joint membership in the Society. Each member of a couple holding a joint membership in good standing in the Society is entitled to the same rights, privileges and benefits as are extended to regular individual members of the Society, including those set forth in subparagraph (i) above (except that only one copy of -the print edition of *JSAH* will be furnished to each couple holding a joint membership should they opt for print *JSAH*).

(iv) **Supporting, patron and donor** – Any individual eligible for regular membership who makes an annual monetary contribution to the Society over and above the annual dues payable by regular or joint members, as the case may be, the respective levels of which will be fixed from time to time by the Board of Directors, is eligible for supporting, patron or donor membership in the Society. Each supporting, patron or donor member in good standing of the Society and his or her spouse or domestic partner is entitled to the same rights, privileges and benefits of membership as are extended to regular individual members of the Society, including those set forth in subparagraph (i) above, and any such additional benefits which are extended to him, her or them from time to time by the Society in recognition of such monetary contribution.

(v) **Life and benefactor** – Any individual eligible for regular membership who makes a major monetary contribution to the Society, the respective levels and payment terms of which will be fixed from time to time by the Board of Directors, is eligible for life or benefactor



membership in the Society. Each life or benefactor member of the Society and his or her spouse or domestic partner will, subject to compliance with the payment terms of his or her contribution, be entitled to membership in the Society for the duration of his or her life and will thereafter be exempt from the payment of annual dues to the Society. Each life or benefactor member in good standing of the Society and his or her spouse or domestic partner will be entitled to the same rights, privileges and benefits of membership as are extended to regular members of the Society, including those set forth in subparagraph (i) above, and any such additional benefits which are extended to him, her or them from time to time by the Society in recognition of such monetary contribution. Upon the death of a life or benefactor member in good standing of the Society, his or her spouse or domestic partner who survives will be entitled thereafter for the duration of his or her life, without the payment of dues, to the same rights, privileges and benefits of membership as are extended to regular members of the Society.

### **Section 2.3 Institutional members:**

The category of institutional members is divided into the following subcategories, each having the qualifications, and the rights, privileges and benefits of membership set forth below or elsewhere in these Bylaws or as otherwise determined from time to time by the Board of Directors. All institutional members will receive, as a benefit of membership, electronic copies of *JSAH* and the *SAH Newsletter* which may be distributed to all students, faculty, departments and others officially associated with the institution. Institutional members will have access to the print edition of *JSAH*, the *JSAH archive*, Buildings of the United States volumes, *SAH Archipedia* and other print or electronic publications or resources by special arrangement or subscription.

(i) **Regular** – Any educational institution, library, or museum, is eligible for regular institutional membership in the Society. Each regular institutional member in good standing of the Society is entitled to notice of and, pursuant to the procedure with respect to proxies set forth in Section 3.7, to attend and vote at each annual or special business meeting of the members of the Society, and to such other rights, privileges and benefits of membership as are extended to regular institutional members from time to time by the Society.

(ii) **Sustaining** – Any institution eligible for regular membership which makes an annual monetary contribution to the Society over and above the annual dues payable by regular institutional members, the level of which will be fixed from time to time by the Board of Directors, is eligible for sustaining membership in the Society. Each sustaining member in good standing of the Society is entitled to the same rights, privileges and benefits of membership as are extended to regular institutional members of the Society, including those set forth in subparagraph (i) above, and any such additional benefits which are extended to sustaining members from time to time by the Society in recognition of such monetary contributions.

### **Section 2.4 Professional Associates**

This category of membership consists of natural persons having the qualifications and the rights, privileges and benefits of individual membership set forth above or elsewhere in these Bylaws or as otherwise determined from time to time by the Board of Directors with the following exceptions explained below. The SAH Professional Associate membership category was created

to serve better the needs of individuals in professional design practices, historic preservation offices, public design education organizations, and similar work environments. This membership category provides discounted individual memberships to groups of professionals working in the same office, firm, organization, or similar work environment.

Professional Associate membership dues shall be based on one full-paying individual membership (primary member) with each additional member in the same office at a 50% discount (secondary members). Both the primary and secondary members in the member office shall have full access to all the Society's programs and electronic publications and will have full voting rights. One print copy of *JSAH* will be sent to each primary member, and all named secondary members will have access to SAH's electronic publications and online resources.

SAH Professional Associate Memberships are not intended for universities, libraries, museums or other large institutions that would subscribe to *JSAH* for campus-wide or institution-wide distribution.

### **Section 2.5 Membership dues; timing of privileges:**

(a) Dues for all categories and subcategories of members are fixed and may be revised from time to time (as to any or all such categories or subcategories) by the Board of Directors, acting on the recommendation of the Executive Committee.

(b) b. Membership in the Society will be on a 12-month basis, established by the anniversary of renewal date. Membership renewal invoices will be sent to all members (except Life and Benefactors) approximately two (2) months prior to their designated expiration date, with dues payable before their expiration date. Any new Member who joins the Society will receive access to four (4) issues of *JSAH* online and 12 full months of membership services including access to online resources. Any member who allows his/her membership to lapse will experience a break in services and publications. Upon rejoining, the member's prior account will be reactivated, and the member will receive access to the next four (4) issues of *JSAH* online and access to online resources. Members who allow their membership to lapse will be retained in the SAH database and will be solicited for renewal. Members may opt to receive print issues of *JSAH* during the term of their membership for an additional fee.

## **ARTICLE III - MEETINGS OF MEMBERS**

### **Section 3.1 Annual business meeting; notice required:**

(a) The Society will hold an annual business meeting of its members (the "Annual Business Meeting") in conjunction with the Society's annual conference at a place and on a date and time fixed by the Executive Committee. The purposes of each Annual Business Meeting is: (i) to receive the reports of the Society's incumbent officers; (ii) to elect the Elected Officers of the Society (as defined in Section 8.1); (iii) to elect the members of one of the three classes of Elected Directors of the Society (as defined in Section 4.2); and (iv) to transact such other business as may properly come before the meeting.

(b) Each member of the Society entitled to vote at the Annual Business Meeting is entitled to receive notice of the date, time and place of the Annual Business Meeting no fewer

than 10 days prior to the date of the Annual Business Meeting. The notice will also set forth the slates of nominees for Elected Officers and Elected Directors proposed by the Nominating Committee for election by the members at the Annual Business Meeting and any other items of business to be transacted at the Annual Business Meeting which are required by law to be set forth in such notice. All notices to members of the Annual Business Meeting will be given in the manner specified in Section 3.3.

### **Section 3.2 Special business meetings; notice required:**

(a) A special business meeting of the members of the Society (a “Special Business Meeting”) may be called for any proper purpose or purposes (i) by the President, (ii) by the Executive Committee or (iii) by the Board of Directors and will be called for any proper purpose by the President or the Secretary at the request in writing of 100 or more members of the Society entitled to vote at the Special Business Meeting (a “Members’ Request”). Any such Members’ Request will state fully the purpose or purposes for which the Special Business Meeting is to be called. If neither the President nor the Secretary calls a Special Business Meeting within 15 days after receipt by either of them of a Members’ Request in proper form, the members making the Members’ Request may themselves call the Special Business Meeting and send the required notice thereof to the members of the Society.

(b) Each member of the Society entitled to vote at any Special Business Meeting will be entitled to receive notice of the date, time, place and purpose or purposes of the Special Business Meeting no fewer than 10 days nor more than 60 days prior to the date of the Special Business Meeting. Only business within the purpose or purposes specified in the notice of any Special Business Meeting may be conducted at that Special Business Meeting. All notices to members of any Special Business Meeting will be given in the manner specified in Section 3.3.

### **Section 3.3 Methods of giving notice to members:**

(a) All notices to members will be given in writing and will be delivered by hand, sent by mail or transmitted by facsimile (“fax”) or electronically (“e-mail”) to each member at his, her, their or its mailing or e-mail address or fax number most recently set forth in the membership records of the Society. It is the responsibility of each member of the Society to furnish in writing to the Society his, her, their or its current address, fax number and/or email address. Any notice delivered by hand to the address of a member will be deemed to have been given on the day it is so delivered at such address, provided that if such day is not a business day then the notice will be deemed to have been given on the business day next following such day. Any notice sent by fax to the fax number or by e-mail to the e-mail address of a member will be deemed to have been given on the date and time the fax or e-mail is sent if transmitted during normal business hours on a business day or otherwise will be deemed to have been given at the normal opening of business on the business day next following the date of its transmission. Any notice sent by mail to the address of a member will be deemed to have been given on the second business day after the notice is mailed. For purposes of this Section 3.3, the term “business day” means any day other than a Saturday, Sunday or official national holiday in the United States.

(b) Notice given to any institutional member at the mailing or e-mail address or fax number of such member most recently set forth in the membership records of the Society will constitute the only notice required to be given to such institutional member.

#### **Section 3.4 Waiver of notice:**

Whenever any notice is required to be given to a member under the provisions of any statute, the Society's Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the member entitled to said notice whether before or after the time stated therein and filed with the minutes or records of the Society, will be deemed equivalent to notice. Attendance of any member at any Annual Business Meeting or Special Business Meeting, in person or by proxy, will constitute a waiver of notice by such member of such meeting unless the member, at the beginning of the meeting or promptly upon his or her arrival at the meeting, objects to holding the meeting or transacting business at the meeting.

#### **Section 3.5 Record date:**

In order that the Society may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or for the purpose of any other lawful action, the Executive Committee or the Board of Directors may fix a record date for such purpose, subject to the following conditions: (i) the record date may not precede the date on which the resolution fixing the record date is adopted by the Executive Committee or the Board of Directors; and (ii) the record date may not be more than 70 days before the meeting or action requiring a determination of members. If no record date is thus fixed by the Executive Committee or the Board of Directors, then in that event: (i) the record date for determining members entitled to notice of and to vote at any meeting of members will be the day before the date on which notice of such meeting is first sent to members; and (ii) the record date for determining the members for any other action will be the day on which the Executive Committee or the Board of Directors adopts the resolution relating to such action. A determination of members of record entitled to notice of or to vote at a meeting of members will apply to any adjournment of the meeting unless the Executive Committee or the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

#### **Section 3.6 Quorum; vote required for action:**

At each Annual Business Meeting or Special Business Meeting of the Society, a quorum for the transaction of business will consist of those members of the Society entitled to vote on the matter who are present at the meeting, either in person or by proxy, even though they number less than a majority of the total number of members entitled to vote on the matter; provided, however, that at any Special Business Meeting of the Society duly called pursuant to a Members' Request (as provided for in Section 3.2), a quorum for the transaction of business will consist of at least 100 members of the Society entitled to vote on the matter who are present at the meeting, either in person or by proxy. Unless otherwise required by law or the Society's Articles of Incorporation or Section 4.5(b) of these Bylaws, at any meeting of the members of the Society at which a quorum is present:

(i) each individual, institutional and professional associate member entitled to vote who is present at the meeting, in person or by proxy, will be entitled to cast one vote on any resolution, in any election or on any subject that is before the meeting;

(ii) all members of the Society entitled to vote will vote together and not separately by category or subcategory on any resolution, in any election or on any other subject;

(iii) Elected Officers and Elected Directors will be elected by a plurality of the votes cast by the members entitled to vote who are present at the meeting in person or by proxy; and

(iv) action on any other resolution or subject will be approved if the number of votes cast in favor of such resolution or subject by the members entitled to vote who are present at the meeting, in person or by proxy, exceeds the number of votes cast by such members opposing such resolution or subject.

For all purposes of this Section 3.6, an institutional member will be deemed to be present at any Annual Business Meeting or Special Business Meeting only by proxy, in accordance with Section 3.7.

### **Section 3.7 Voting by proxy:**

An individual or professional associate member entitled to vote at any Annual Business Meeting or Special Business Meeting may vote in person or by proxy. An institutional member (including, without limitation, any business member) entitled to vote at any Annual Business Meeting or Special Business Meeting may do so only by proxy. A member who wishes to vote by proxy may appoint a proxy to vote for the member by (i) signing an appointment form designating another person to act as his, her or its proxy for purposes of attending and voting at the meeting (ii) delivering the proxy appointment form or (iii) filling out an online proxy ballot and emailing it to the Executive Director or the Secretary of the Society prior to the commencement of the meeting at which the vote is to be taken. An appointment of a proxy is revocable by the member who has made the appointment.

### **Section 3.8 Conduct of meetings:**

Each Annual Business Meeting or Special Business Meeting will be presided over by the President, or in his or her absence by the First Vice President, or in his or her absence by the Second Vice President, or in his or her absence by the Treasurer, or in his or her absence by the Secretary, or in his or her absence by a chairperson chosen by those members present at the meeting. The Secretary will act as secretary of each meeting and record its minutes, but in his or her absence the chairperson of the meeting will appoint another person (who need not be an officer) to act as secretary of the meeting and record its minutes. The minutes of each Annual Business Meeting and Special Business Meeting of the members will be kept in a minute book or books and a print and electronic archive located at the Society's headquarters which will be retained as part of the permanent records of the Society.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 4.1 Authority and duties:**

The Society has a Board of Directors. All of the corporate powers of the Society are exercised by or under the authority of, and the activities, property and affairs of the Society are managed by or under the direction of, its Board of Directors.

### **Section 4.2 Composition and term of service:**

(a) The initial Board of Directors of the Society of Architectural Historians, NFP consisted of the following persons: Therese O'Malley, Barry Bergdoll, Dietrich Neumann, Robert M. Craig and John K. Notz, Jr.

(b) Upon the Effective Date of the Merger, October 1, 2005, the then acting Board of Directors ceased to act and the Board of Directors consisted of:

(i) each of the five Elected Officers of the Society (as defined in Section 8.1), whose election by the members as an Elected Officer also constituted his or her election as a director and whose term or terms as a director was coextensive with his or her term or terms as an Elected Officer;

(ii) 15 directors elected from among the members of the Society who were divided into three classes as nearly as equal in number as possible, with the members of one class elected by the members of the Society at each Annual Business Meeting, and each of whom was serving as a director for a term of three years (the "Elected Directors");

(iii) each of the following, for a term coextensive with his or her tenure in the position or office hereinafter specified: the respective Editors of the Society's *Journal*, , Buildings of the United States Program, SAHARA, and *SAH Archipedia*; the Chairperson of each of the Standing Committees of the Society; and the holders of such other positions within the Society as are designated *ex officio* directors by the President from time-to-time (collectively, "*Ex Officio* Directors"); and

(iv) each former President of the Society and each Fellow of the Society (collectively, "*Ex Officio* Directors).

### **Section 4.3 Status and Voting rights of *Ex Officio* Directors:**

Only those directors who are either Elected Officers or Elected Directors will be entitled to vote on any matter submitted to the Board of Directors and to be counted for purposes of determining the presence of a quorum for the conduct of business. *Ex Officio* Directors may participate in discussions at any meeting of the Board of Directors, but they will not be entitled to vote on any matter submitted to the Board of Directors, their number will not be included in determining the number of directors required for a quorum, they will not be counted for purposes of determining the presence of a quorum, the failure to give any of them notice of any meeting of the Board of Directors will have no effect on the validity thereof, and they may be excluded from any executive session of any meeting of the Board of Directors.

#### **Section 4.4 Term of office:**

Except as otherwise provided in this Section 4.4, an Elected Director may serve a maximum of two consecutive three year terms as an Elected Director, upon the conclusion of the second of which he or she may not serve another term as an Elected Director until after the lapse of at least one year. Notwithstanding the foregoing, an Elected Director who was elected to fill a vacancy on the Board of Directors caused by the death, resignation or removal of an Elected Director and who has filled out the un-expired term of the latter will immediately thereafter be entitled to serve a maximum of two consecutive three year terms as an Elected Director (if nominated and elected).

#### **Section 4.5 Resignation or removal from office:**

(a) Any Elected Director may resign at any time by delivering written notice to the Society. Any such resignation will become effective when the notice is delivered unless the notice specifies a later effective date.

(b) The members of the Society entitled to vote for the election of directors may remove any one or more Elected Directors, with or without cause, at a meeting called for the purpose of effecting such removal at which a quorum is present, by the affirmative votes of at least two-thirds of the members entitled to vote thereon who are present at such meeting, in person or by proxy, and where that purpose is stated in the notice of the meeting.

#### **Section 4.6 Filling of vacancies:**

If a vacancy exists in any Elected Director position, whether resulting from the death, resignation or removal of an Elected Director or from an increase in the authorized number of Elected Directors, the vacancy may be filled by the Board of Directors (including, if the directors remaining in office constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all of the directors remaining in office) or by the members of the Society entitled to vote for the election of directors. Any Elected Director of any class elected to fill a vacancy in such class will hold office for a term that will coincide with the remaining term of that class. In no case will a decrease in the number of Elected Directors shorten the term of any incumbent Elected Director. If a vacancy occurs in any Elected Officer position, it may be filled in the manner provided in Section 8.2.

### **ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS**

#### **Section 5.1 Regular and special meetings; notice required:**

(a) A regular meeting of the Board of Directors will be held immediately preceding and at the same place as each Annual Business Meeting of the members of the Society. At least one additional regular meeting of the Board of Directors will be held each year, at such date, time and place as determined by the President, upon at least five days' prior written notice specifying the date, time, and place thereof (and, if a purpose of the meeting is to adopt, amend or repeal any one or more of the Bylaws of the Society, specifying such purpose as well) given to each of the members of the Board of Directors.

(b) A special meeting of the Board of Directors may be held at any date, time and place, whenever called by the President or by at least one third of the total number of Elected Directors and Elected Officers specified in or pursuant to these Bylaws, upon at least 48 hours' prior written notice specifying the date, time, place and purpose(s) thereof given by the person or persons calling the meeting to each of the members of the Board of Directors entitled to vote at such meeting.

### **Section 5.2 Methods of giving notice to directors:**

All notices to directors will be given in writing and will be delivered by hand, sent by mail or transmitted by facsimile ("fax") or electronically ("e-mail") to each director at his or her mailing or e-mail address or fax number most recently furnished in writing by him or her to the Executive Director of the Society. Any notice delivered by hand to the address of a director will be deemed to have been given on the day it is so delivered at such address, provided that if such day is not a business day then the notice will be deemed to have been given on the business day next following such day. Any notice sent by fax to the fax number or by e-mail to the e-mail address of a director will be deemed to have been given on the date and time the fax or e-mail is sent if transmitted during normal business hours on a business day or otherwise will be deemed to have been given at the normal opening of business on the business day next following the date of its transmission. Any notice sent by mail to the address of a director will be deemed to have been given on the second business day after the notice is mailed. For purposes of this Section 5.2, the term "business day" means any other than a Saturday, Sunday or official national holiday in the United States.

### **Section 5.3 Waiver of notice:**

Whenever any notice is required to be given to a director under the provisions of any statute, the Society's Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the director entitled to said notice whether before or after the time stated therein and filed with the minutes or records of the Society, will be deemed equivalent to notice. Attendance of a director at a meeting of the Board of Directors will constitute a waiver of notice by him or her of such meeting unless the director at the beginning of the meeting, or promptly upon his or her arrival at the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

### **Section 5.4 Telephonic participation in meetings:**

Any regular or special meeting of the Board of Directors may be conducted through the use of, and any or all directors may attend and participate in any such meeting by means of, conference telephone or any other means of communication by which all directors participating who are entitled to vote at such meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means will be deemed to be present in person at the meeting.

### **Section 5.5 Quorum; vote required for action:**

(a) At each meeting of the Board of Directors, a quorum for the transaction of business will consist of one-third of the total number of Elected Directors and Elected Officers specified



in or pursuant to these Bylaws, but in no event less than two such directors; provided, however, that at any meeting of the Board of Directors a quorum for action on the removal from office of any Elected Officer pursuant to Section 8.1(d) or any Appointed Officer pursuant to Section 8.2 will be a majority of the total number of Elected Directors and Elected Officers then in office. At any meeting of the Board of

Directors at which a quorum is not present, those directors in attendance and entitled to vote may adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum is present.

(b) Except in any case where the Society's Articles of Incorporation, these Bylaws or applicable law otherwise provides, the vote of a majority of those directors entitled to vote who are in attendance at a meeting at which a quorum is present will be the act of the Board of Directors.

### **Section 5.6 Conduct of meetings:**

Each meeting of the Board of Directors will be presided over by the President, or in his or her absence by the First Vice President, or in his or her absence by the Second Vice President, or in his or her absence by the Treasurer, or in his or her absence by the Secretary, or in his or her absence by a chairperson chosen by those directors present and entitled to vote at the meeting. The Secretary will act as secretary of each meeting and record its minutes, but in his or her absence the chairperson of the meeting will appoint another person (who need not be a director) to act as secretary of the meeting and record its minutes. The minutes of all meetings of the Board of Directors will be kept in a minute book or books and a print and electronic archive located at the Society's headquarters which will be retained as part of the permanent records of the Society.

### **Section 5.7 Action by unanimous written consent:**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without notice and without a meeting if the action is taken unanimously by all directors entitled to vote. The action will be evidenced by one or more written consents describing the action taken and signed by each such director. All such consents will be included with the minutes of the Board of Directors or filed with the records of the Society to reflect the action taken. Action taken under this Section 5.7 will be effective when the last director signs the consent, unless the consent specifies a different effective date. A unanimous written consent signed under this section will have the effect of a vote at a meeting of the Board of Directors and may be described as such in any document.

### **Section 5.8 Invited guests:**

The President may, at his or her discretion, invite to be present at any meeting of the Board of Directors any other person whose advice may be of value or assistance to the Board in its deliberations. No such invited guest will be entitled to vote on any matter submitted to the Board of Directors or to be counted for purposes of determining the presence of a quorum, and any such guest may be excused by the President from any executive session of the Board of Directors.

## **ARTICLE VI - EXECUTIVE COMMITTEE**

### **Section 6.1 Authority and duties:**

(a) Following the Effective Date of the Merger, October 1, 2005, the Board of Directors will have an Executive Committee. Recognizing the large size and infrequency of regular meetings of the Board of Directors and the wide geographical dispersion of its members, it is the intent and desire of the Board of Directors that the Executive Committee will take an active participatory and supervisory role in the management of the Society's affairs and the oversight of its Staff. Accordingly, the Executive Committee will exercise, to the fullest extent permitted by applicable law and except as otherwise expressly provided to the contrary in these Bylaws, during intervals between meetings of the Board of Directors, all of the powers, authority and duties of the Board of Directors in the management of the activities, property and affairs of the Society.

(b) Without limiting the generality of the foregoing, the Executive Committee will have the authority to do any or all of the following: (i) to fix (and, if deemed necessary or desirable, to change) the date and place of each Annual Business Meeting; (ii) to determine from time to time the compensation, benefits and other terms of employment of, and to fix and revise the duties and evaluate the performance of the Executive Director; (iii) to review and evaluate the results of operations and the financial position of the Society on an ongoing basis; and (iv) to monitor the chairpersons and members of the Standing and Ad Hoc Committees of the Society in furtherance of their duties.

(c) Unless otherwise permitted by applicable law, the Executive Committee will have no authority to: (i) fill any vacancy which exists among the Elected Directors or the Elected Officers; (ii) adopt, amend or repeal the Bylaws of the Society; (iii) amend the Society's Articles of Incorporation; (iv) approve a plan of merger involving the Society; or (v) create or elect the members of any committee of the Board of Directors.

### **Section 6.2 Composition and term of service:**

(a) The Executive Committee will consist of:

(i) each of the Elected Officers (as defined in Section 8.1), whose term of service as a member of the Executive Committee will be coextensive with his or her term as an Elected Officer;

(ii) each of the following *ex officio* members, whose term of service as an *ex officio* member of the Executive Committee will be coextensive with his or her tenure in the position or office hereinafter specified from which his or her *ex officio* status derives: the Executive Director of the Society, the Editor (or Editors)-in-Chief of the Society's Buildings of the United States Program, JSAH and SAHARA , (collectively, "*Ex Officio* Members"); and

(iii) the Elected Directors, at their discretion and at the time and in the manner specified in paragraph (b), have the right to choose one of the Elected Directors, to serve as a member of the Executive Committee for the balance of their term as an Elected Director (the "Board Representative Member").

(b) At any time when the Elected Directors seek to fill a vacancy in the position of Board Representative Member, the Elected Directors may select one of their senior members (a “senior member” is deemed to be any Elected Director other than one who is, at the time of such selection, a student) having at least two years remaining in his or her term as an Elected Director to be the Board Representative Member on the Executive Committee for the balance of his or her term as an Elected Director. The Elected Directors will promptly notify the President and the Executive Director of the identity of such Board Representative Member. No Elected Director may serve more than one consecutive term as the Board Representative Member of the Executive Committee; upon the conclusion of such term he or she may not serve another term as the Board Representative Member until after the lapse of at least one year. The function of the Board Representative Member is to serve as a liaison between the Board of Directors and the Executive Committee and, in that capacity, to bring to the attention of the Executive Committee matters of concern to the Board of Directors and to assist in keeping the Board of Directors informed concerning the work of the Executive Committee.

**Section 6.3 Status and Voting Rights of the *Ex Officio* Members and the Board Representative Member:**

Only those members of the Executive Committee who are Elected Officers will be entitled to vote on any matter submitted to the Executive Committee and to be counted for purposes of determining the presence of a quorum for the conduct of business. *Ex officio* Members and the Board Representative Member may participate in discussions at any meeting of the Executive Committee, but none will be entitled to vote on any matter submitted to the Executive Committee, none will be included in determining the number of members of the Executed Committee required for a quorum, none will be counted for purposes of determining the presence of a quorum, the failure to give any of them notice of any meeting of the Executive Committee will have no effect on the validity thereof and any of them may be excluded by the President from any executive session of the Executive Committee.

**ARTICLE VII - MEETINGS OF THE EXECUTIVE COMMITTEE**

**Section 7.1 Regular and special meetings; notice required:**

(a) Regular meetings of the Executive Committee will be held at least three times each year, two of which will be held immediately preceding and at the same place as each of the regular meetings of the Board of Directors and the third (and any others) of which will be held at such date, time and place as determined by the President, upon at least five days’ prior written notice specifying the date, time and place thereof given to each of the members of the Executive Committee.

(b) Special meetings of the Executive Committee may be held at any date, time and place whenever called by the President or by at least two other members of the Executive Committee who are Elected Officers, upon at least 48 hours’ prior written notice specifying the date, time, place and purpose(s) thereof given by the person or persons calling the meeting to each of the members of the Executive Committee.

## **Section 7.2 Methods of giving notice to members of Executive Committee:**

All notices to members of the Executive Committee will be given in writing and will be delivered by hand, sent by mail or transmitted by facsimile (“fax”) or electronically (“e-mail”) to each member at his or her mailing or e-mail address or fax number most recently furnished by him or her in writing to the Executive Director of the Society. Any notice delivered by hand to the address of a member will be deemed to have been given on the day it is so delivered at such address, provided that if such day is not a business day then the notice will be deemed to have been given on the business day next following such day. Any notice sent by fax to the fax number or by e-mail to the e-mail address of a member will be deemed to have been given on the date and time the fax or e-mail is sent if transmitted during normal business hours on a business day or otherwise will be deemed to have been given at the normal opening of business on the business day next following the date of its transmission. Any notice sent by mail to the address of a member will be deemed to have been given on the second business day after the notice is mailed. For purposes of this Section 7.2, the term “business day” means any other than a Saturday, Sunday or official national holiday in the United States.

## **Section 7.3 Waiver of notice:**

Whenever any notice is required to be given to a member of the Executive Committee under provisions of any statute, the Society’s Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the members entitled to said notice whether before or after the time stated therein and filed with the minutes or records of the Society, will be deemed equivalent to notice. Attendance of a member at a meeting of the Executive Committee will constitute a waiver of notice by him or her of such meeting unless the member at the beginning of the meeting, or promptly upon his or her arrival at the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

## **Section 7.4 Telephonic participation in meetings:**

Any regular or special meeting of the Executive Committee may be conducted through the use of, and any or all members of the Executive Committee may attend and participate in any such meeting by means of, conference telephone or any other means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by such means will be deemed to be present in person at the meeting.

## **Section 7.5 Quorum; vote required for action:**

(a) At each meeting of the Executive Committee a quorum for the transaction of business will consist of a majority of the total number of Elected Officers specified in these Bylaws. At any meeting of the Executive Committee at which a quorum is not present, those members in attendance may adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum is present.

(b) Except in any case where the Society’s Articles of Incorporation, these Bylaws or applicable law otherwise provides, the vote of a majority of those members of the

Executive Committee entitled to vote who are in attendance at a meeting at which a quorum is present will be the act of the Executive Committee.

**Section 7.6 Conduct of meetings:**

Each meeting of the Executive Committee will be presided over by the President, or in his or her absence by the First Vice President or in his or her absence by the Second Vice President, or in his or her absence by the Treasurer, or in his or her absence by a chairperson chosen by those members of the Executive Committee present at the meeting. The Secretary will act as secretary of the meeting and record its minutes, but in his or her absence the chairperson of the meeting will appoint another person (who need not be a member of the Executive Committee) to act as secretary of the meeting and record its minutes. The minutes of all meetings of the Executive Committee will be kept in a minute book or books and an electronic archive located at the Society's headquarters which will be retained as part of the permanent records of the Society.

**Section 7.7 Action by unanimous written consent:**

Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without notice and without a meeting if the action is taken unanimously by all members of the Executive Committee entitled to vote. The action will be evidenced by one or more written consents describing the action taken and signed by each such member. All such consents will be included with the minutes of the Executive Committee or filed with the records of the Society to reflect the action taken. Action taken under this section will be effective when the last member signs the consent, unless the consent specifies a different effective date. A unanimous written consent signed under this section will have the effect of a vote at a meeting of the Executive Committee and may be described as such in any document.

**Section 7.8 Invited guests:**

The President may, in his or her discretion, invite to be present as a guest and to participate in the discussion at all or any portion of any meeting of the Executive Committee, when a matter or matters are expected to be discussed with respect to which any such person's responsibility is involved or whose advice may be of value, any one or more of the Chairpersons of any of the Standing or Ad Hoc Committees of the Society, any of the other Editors of the Society or any other person. No such guest will be entitled to vote on any matter submitted to the Executive Committee or to be counted for quorum purposes, and any such guest may be excluded by the President from any executive session of the Executive Committee.

**ARTICLE VIII - OFFICERS**

**Section 8.1 Elected Officers; election and term of office; vacancies:**

(a) The elected officers of the Society will consist of (i) the President, (ii) the First Vice President, (iii) the Second Vice President, (iv) the Treasurer and (v) the Secretary (collectively, the "Elected Officers"). Each of the Elected Officers will be elected by the members of the Society at each Annual Business Meeting and will hold office for a term of one year or until his or her successor is elected. The term of office of each Elected Officer will

commence at the conclusion of the Annual Meeting at which he or she is elected. Election of a person as an Elected Officer will also constitute the election of that person as a member of the Board of Directors of the Society in accordance with Section 4.2(i). No person may serve more than two consecutive one-year terms in any of the following offices of the Society: President; First Vice President; and Second Vice President. The Treasurer and Secretary may serve a maximum of six consecutive one-year terms. The authority and duties of each of the Elected Officers will be as set forth below in this Article VIII.

(b) It is the tradition and custom of the Society, for purposes of continuity and efficiency in the performance of their respective duties and to facilitate the orderly operation of the Society, but will not be mandatory, that (i) the Second Vice President is nominated and elected to two consecutive one year terms in that office and then is nominated and elected First Vice President, (ii) the first Vice President is nominated and elected to two consecutive one-year terms in that office and then is nominated and elected President and (iii) the President is nominated and elected to two consecutive one-year terms in that office; so that, by virtue of this tradition and custom, the same person would serve as an officer for a total of six consecutive years, the first two as Second Vice President, the second two as First Vice President and the last two as President.

(c) Any Elected Officer may resign at any time by delivering written notice to the Society. Any such resignation is effective when the notice is delivered unless the notice specifies a later effective date.

(d) The Board of Directors may remove any Elected Officer from his or her office at any time, with or without cause, at a meeting called for the purpose of effecting such removal at which a quorum is present, by the affirmative votes of at least a majority of the total number of Elected Directors and Elected Officers then in office, and where that purpose is stated in the notice of the meeting. (e) If a vacancy exists in any Elected Officer position, whether resulting from the death, resignation or removal of an Elected Officer, the vacancy may be filled by the Board of Directors, acting on the recommendation of the Executive Committee. Any Elected Officer elected to fill a vacancy in any elected office will hold that office for a term that will coincide with the remainder of the term of his or her predecessor in such office.

## **Section 8.2 Appointed Officers:**

The appointed officers of the Society will consist of (i) the Executive Director of the Society, (ii) the Editor (or Editors)-in-Chief of (a) *JSAH*, (b) Buildings of the United States program () (c) SAHARA and (iii) such other appointed officers as the Board of Directors deems it appropriate to designate from time to time (collectively, the "Appointed Officers"). Each of the Appointed Officers will be appointed by the Board of Directors, acting on the recommendation of the Executive Committee, and each of them will serve in such appointed office at the pleasure of the Board of Directors or the Executive Committee; provided, however, that the Editor (or Editors)-in-Chief of *JSAH*, the Buildings of the United States and SAHARA will each be appointed for a term of three years. There is no limit on the number of consecutive terms that an Appointed Officer may serve. The authority and duties of each of the Appointed Officers are set forth in this Article VIII. Any Appointed Officer may resign at any time by delivering written notice to the Society, which will be effective upon receipt. The Board of Directors or the

Executive Committee may remove any Appointed Officer from his or her office at any time, with or without cause, by the affirmative votes of at least a majority of the total number of Directors or members of the Executive Committee then in office, as the case may be. If a vacancy exists in any Appointed Officer position, whether resulting from the death, resignation or removal of an Appointed Officer, the vacancy may be filled by the Board of Directors, acting on the recommendation of the Executive Committee.

### **Section 8.3 Authority and duties of officers:**

Each of the Elected Officers and Appointed Officers of the Society will have such authority and perform such duties in the management and operation of the Society as are prescribed or assigned in these Bylaws or as may be prescribed or assigned from time to time by the Board of Directors or by the Executive Committee and, to the extent not so prescribed or assigned, as generally pertain to or arise out of his or her office, subject at all times to the control of the Board of Directors. As part of their regular duties, the Budget and Audit Committee and the Elected Officers will meet with managing partner of the audit firm in conjunction with the regular November meetings of the Executive Committee and the Board of Directors and review with the appropriate personnel of the audit firm the internal controls of the Society. Nothing in any other provision of this Article VIII is intended to limit the generality of this Section 8.3.

### **Section 8.4 President:**

(a) The President will be the chief executive officer of the Society and will have general and active authority, control and supervision over all aspects of the Society's operations and affairs. Without limiting the generality of the foregoing, and except where otherwise expressly provided to the contrary in these Bylaws, he or she: (i) will be chairperson and will preside at all meetings of the members, the Board of Directors and the Executive Committee; (ii) will be responsible for the general management of the Society and for conceiving of and establishing, after consultation with the Board of Directors or the Executive Committee, basic policies and long-range plans of the Society; (iii) will have the authority with respect to each standing and ad hoc committee of the Society which is specified in Article IX; (iv) will be an *ex officio* member of each standing committee of the Society (except the Nominating Committee) and of each ad hoc committee of the Society; (v) may appoint, after consultation with the Board of Directors or the Executive Committee, the respective Editors of the Buildings of the United States series and SAHARA and other print and online publications ; (vi) may create, after consultation with the Board of Directors or the Executive Committee, one or more ad hoc positions for specific purposes and appoint from among the members of the Society the holder of each, each of which appointees will serve at the pleasure of the President; and (vii) acting together with the Executive Director, will have the signing authority on behalf of the Society specified in Section 8.10(c).

(b) In the absence of the President, or in the event of his or her inability or refusal to act, his or her authority and duties will devolve successively upon, in the following order (i) the First Vice President, (ii) the Second Vice President, (iii) the Treasurer and (iv) the Secretary.

### **Section 8.5 First Vice President:**

Unless otherwise directed by the President, the First Vice President will serve as the General Chair of the annual conference of the Society which is held during each of his or her terms in office, and in that capacity will have those responsibilities for each such annual meeting as are set forth in the Society's then current policy on the planning of annual meetings. The First Vice President will serve on the Nominating Committee and may be invited by the President to advise the Executive Committee, with regard to the appointment of members of the Nominating Committee. The First Vice President will also assume such other duties as may be delegated to him or her by the President. The First Vice President, acting together with the Executive Director, will have the signing authority on behalf of the Society specified in Section 8.10(c).

### **Section 8.6 Second Vice President:**

Unless otherwise directed by the President, the Second Vice President will have the primary responsibility for planning future architectural study tours, study days or occasional lectures and seminars to be sponsored and operated by the Society, including, for each such tour, selecting the subject thereof, identifying and engaging the tour leader and assisting in the planning for and execution of the tour. The Second Vice President shall serve as the SAH representative to the American Council of Learned Societies and will also assume such other duties as may be delegated to him or her by the President. The Second Vice President, acting together with the Executive Director, will have the signing authority on behalf of the Society specified in Section 8.10(c).

### **Section 8.7 Treasurer:**

The Treasurer, who shall have full voting rights on the SAH Executive Committee and Board, will, subject to the authority given by these Bylaws to the President and the Executive Director, monitor the performance of those employees and agents of the Society who are responsible for the discharge of the following duties and report thereon, when and as called for, to the Board of Directors and the Executive Committee:

- (i) keeping full and accurate accounts of receipts and disbursements in books belonging to the Society;
- (ii) depositing or investing all monies and assets of the Society in the name and to the credit of the Society in such depositories and/or in such debt and/or equity securities as are approved by the Investment Committee;
- (iii) disbursing such funds of the Society as and when necessary to meet the financial obligations of the Society on a timely basis;
- (iv) designing, implementing and monitoring the operation of a system of workable internal controls intended and reasonably likely to result in the protection of the Society's funds and securities;
- (v) preparing monthly, quarterly and annual un-audited financial statements (including an operating statement and a statement of financial position) for the Society in such



form as is approved in each case by the Executive Committee, which un-audited statements shall include the Society's BUS Program and the Society's Study Tour Program in such a manner that the operations of the Society, both inclusive and exclusive of these Programs, can be adequately assessed; and which are designed to permit the results of operations and financial condition of the Society, both inclusive and exclusive of each of its Programs, to be assessed;

(vi) with respect to the annual audited statements only, the Society and Charnley-Persky House Museum Foundation, an affiliate of the Society, on both a combined and a consolidated basis;

(vii) preparing during the fourth fiscal quarter of each fiscal year of the Society a proposed operating budget for the succeeding fiscal year of the Society; which budget shall include the Society's publications and programs in such a manner that the operations of the Society, both inclusive and exclusive of these Programs, can be adequately assessed;

(viii) working with the Society's outside accounting firm and independent auditors to support the timely preparation and dissemination of un-audited quarterly and audited annual financial statements of the Society.

The Treasurer, with the assistance of the Budget and Audit Committee, will review the un-audited interim financial statements, the audited annual financial statements and the proposed operating budgets of the Society and report to the Executive Committee and the Board of Directors at each meeting thereof with respect to the Society's results of operations, its financial condition and its operating budget. The Treasurer will also report to the members of the Society at each Annual Business Meeting on (i) the financial condition and results of operations of the Society as of the end of and for the preceding fiscal year, (ii) the operating budget and financial prospects of the Society for the current fiscal year and (iii) any other matter of a financial nature with respect to the Society which the Treasurer wishes to bring to the attention of the members of the Society. The Treasurer will be an *ex officio* member of the Development Committee and will be invited to attend all meetings of the Investment Committee. The Treasurer will also assume such other duties as may be delegated to him or her by the President. The Treasurer, acting together with the Executive Director, will have the signing authority on behalf of the Society specified in Section 8.10(c).

### **Section 8.8 Secretary:**

The Secretary, who shall have full voting rights on the SAH Executive Committee and Board will: (i) attend and record or arrange for attendance or recording of the minutes of all meetings of the members, the Board of Directors and the Executive Committee of the Society, promptly after the completion of each such meeting prepare and distribute copies of such minutes as directed by the President, and assure that all such minutes in their final approved form are kept in consecutive order in minute books and a print and electronic archive retained in the custody of the Executive Director at the headquarters of the Society as part of the Secretary's permanent records; (ii) have general charge and responsibility for all of the Society's books and records, which will be retained in the custody of the Executive Director at the headquarters of the Society; (iii) assure that all notices of meetings of the members, the Board of Directors and the Executive Committee of the Society are duly given by the Society in accordance with the

provisions of these Bylaws or as required by applicable law; (iv) certify the authenticity of any instrument or record of the Society or of any resolution adopted by the members, the Board of Directors, the Executive Committee or any standing committee of the Society; and (v) attest to the genuineness of the signatures on behalf of the Society of any officer or agent of the Society on any contract, agreement, application or other instrument. The Secretary will also assume such other duties as may be delegated to him or her by the President. In the event of the absence of the Secretary from a meeting, his or her duties will be delegated by the President or other presiding officer to another member of the Society. The Secretary, acting together with the Executive Director, will have the signing authority on behalf of the Society specified in Section 8.10(c).

### **Section 8.9 Assistant Officers:**

The Board of Directors may elect one or more than one Assistant Treasurer and one or more than one Assistant Secretary. An Assistant Treasurer or Assistant Secretary shall serve as an Appointed Officer on the SAH Executive Committee and Board and shall have full voting rights. In the absence of the Treasurer, or in the event of his or her inability or refusal to act, the Assistant Treasurers, in the order of their election, shall perform the duties and exercise the authority of the Treasurer. In the absence of the Secretary, or in the event of his or her inability or refusal to act, the Assistant Secretaries, in the order of their election, shall perform the duties and exercise the authority of the Secretary. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such other duties not inconsistent with these by-laws as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

### **Section 8.10 Executive Director:**

(a) The Executive Director will be the chief executive officer of the Society. He or she will be in general and active charge of long-range planning, the day-to-day operations, activities and affairs of the Society and of the organization and conduct of the Society's headquarters. He or she will collaborate with the SAH Executive Committee and Board of Directors to develop a shared vision for the future of the Society and growth of the field of architectural history by crafting and implementing long-range strategic and development plans. He or she will be a full time paid employee of the Society, whose compensation and other terms of employment will be fixed from time to time by the Executive Committee. The Executive Director will be appointed by the Board of Directors on the recommendation of the Executive Committee, and he or she will serve at the pleasure of the Board of Directors. The Executive Director will report to the SAH Executive Committee.

(b) Without limiting the generality of the authority and duties specified in paragraph (a), the Executive Director will:

(i) develop and regularly update a strategic plan that (a) enables the Society to fulfill its mission and (b) creates a shared vision for growth of the Society, its publications and programs.

(ii) be responsible for hiring, establishing the compensation and other terms of employment of, training, fixing the duties of, supervising, periodically reporting to the Executive Committee on the performance of, and when deemed necessary or advisable, terminating the employment of the other employees of the Society, all of whom will report to the Executive Director; provided, however, that no other employee will be hired or fired without prior consultation with and approval of the President (including with respect to the compensation and other benefits to be received by such employee), and the compensation and any other benefits to be received by such employee will not be materially changed without prior consultation with and approval of the Executive Committee;

(iii) arrange the organization of and participate (other than in executive sessions) in all meetings of the members, the Board of Directors, the Executive Committee and the various standing committees of the Society, assist them in the performance of their duties and report to the Board of Directors and the Executive Committee on a regular basis with respect to the operations, activities and financial results and position of the Society;

(iv) assist the President and the other Elected Officers and Appointed Officers in the execution of their duties;

(v) supervise the staff that is responsible for and supervise the receipt, disbursement and, subject to the direction of the Investment Committee, the investment of all of the funds of the Society, the timely preparation of the monthly, quarterly and annual financial statements of the Society, and the preparation of the annual operating budgets of the Society and monitoring the actual performance of the Society against such budgets;

(vi) supervise the staff that assists an independent certified public accounting firm to conduct an audit each year of the Society's financial statements and to prepare the federal and state income tax returns which the Society is required to file;

(vii) supervise the staff that files in a timely manner each year of all of the federal and state income tax returns and all other annual and other reports, forms, applications and other instruments which the Society is required to file or submit to any governmental body;

(viii) supervise the staff members that seek to increase the size of the Society's membership, maintain the Society's membership records and supervise the Society's communications to and from and relations with members;

(ix) seek contributions and grants to the Society, including without limitation to the Society's Endowment Fund, through the cultivation of potential individual and institutional donors to the Society and the preparation of grant applications and foundation solicitations; without limiting the generality of the foregoing, the Executive Director will organize and implement each campaign of the Society to raise funds either for the Society's Endowment Fund or for current operations;

(x) nurture relationships with Local Chapters of the Society and actively seek to increase the participation of their members in the activities of the Society;

(xi) maintain communications with Partner Organizations of the Society;

(xii) oversee and supervise all financial aspects of the operation of the Society's Buildings of the United States Program and monitor, in consultation with the Editor (or Editors)-in-Chief thereof, all other aspects of that program;

(xiii) oversee and supervise all financial aspects of the Society;

(xiv) as the Society's designee as Executive Director of its affiliated entity, the Charnley-Persky House Museum Foundation (the "Foundation"), which holds title to the Charnley-Persky House (the "House"), oversee and supervise all financial aspects of the Foundation as well as the maintenance of and operation of all public and programmatic activities involving the House and all aspects of the Foundation's operations and activities.

The Executive Director will also assume such other duties as may be delegated to him or her by the President.

(c) The Executive Director will have authority, acting for and on behalf of the Society, to sign, enter into and deliver contracts, agreements, deeds, mortgages, bonds, applications and other instruments, except in cases where the execution thereof has been delegated by the Board of Directors or the Executive Committee exclusively to some other officer or agent of the Society or will be required by law to be otherwise executed and except that any such agreement or other instrument which would or reasonably could obligate the Society to expend or be liable for an amount in excess of \$50,000 must be signed by the Executive Director and by any one of the following Elected Officers: the President, the First Vice President, the Second Vice President, the Treasurer or the Secretary.

#### **Section 8.11 Editor of the *Journal*:**

- a. The Editor of the *Journal of the Society of Architectural Historians* (the "*Journal*") will be the officer of the Society primarily responsible for all aspects of the production of each issue of the quarterly *Journal* (published during his or her tenure as Editor. Without limiting the generality of the foregoing, the Editor will be responsible for determining the contents of each issue of the *Journal*, for the selection of articles and other contributions for publication in the *Journal*, for supervising and coordinating the work of the various sub-editors of the *Journal*, and for all technical matters pertaining to the layout, composition, printing and distribution of each such issue of the *Journal*. In carrying out his or her work, the Editor of the *Journal* will consult with the Executive Director of the Society and keep him or her informed of the progress of each issue. The Editor of the *Journal* will report to each meeting of the Board of Directors and of the Executive Committee concerning all substantial aspects of the *Journal*. The Editor of the *Journal* will also meet at least once a year with the JSAH Editorial Advisory Committee at the Society's Annual Conference to discuss the *Journal's* strategic direction. The Editor of the *Journal* will comply with the Society's policy with respect to the publication of obituaries in the *Journal*. All editorial openings in the *Journal* shall be advertised in Society publications; applications and nominations shall be vetted by an *ad hoc* committee (consisting of two members of the Editorial Advisory Committee and two members of the Executive Committee) that will advise the Executive Committee, which in turn will recommend a candidate for each position for full Board of Director's

approval.

b. The Editorial Advisory Committee of the *Journal*

The Editorial Advisory Committee of the *Journal of the Society of Architectural Historians* (the “*Journal*”) will advise and assist the Editor of the *Journal* and serve as ambassadors for the *Journal*. The roles of Editorial Advisory Committee members will include promoting the *Journal* to potential readers and authors and suggesting to the Editor peer reviewers and acting as peer reviewers. Members of the Editorial Advisory Committee shall provide appropriate advice to the Editor who maintains final decision making authority. The Editorial Advisory Committee shall consist of eight members; initial appointments to the Committee shall be staggered. Initially two members will serve for one year, two will serve for two years, two will serve for three years and two will serve for four years. Members will draw straws to determine who serves for each term. Thereafter, each member shall serve a single four-year term and shall strive to represent the Society’s constituencies in academic, preservation, museum, and independent scholarship, as well as across the discipline’s chronological and geographic subfields. Members of the Editorial Advisory Committee shall not simultaneously serve on the Society’s Board of Directors; the Society’s President and Executive Director serve *ex officio*. The Editorial Advisory Committee will convene at least once per year with the Editor at the Society’s Annual Conference. Editorial Advisory Committee openings shall be advertised in Society publications; applications and nominations shall be vetted by an ad hoc committee (consisting of the *Journal* Editor plus three representatives appointed by the President from the Executive Committee, Board of Directors, and Editorial Advisory Committee). The ad hoc committee will advise the Executive Committee on filling the Editorial Advisory Committee openings and the Executive Committee will recommend candidates for the full Board of Director’s approval.

**Section 8.12 Editor (or Editors)-in-Chief of *Buildings of the United States*:**

(a) The Editor (or Editors)-in-Chief of the *Buildings of the United States* Program (“BUS”), working with the Executive Director of the Society, the Editor of *SAH Archipedia*, and those employees of the Society responsible in whole or part for BUS matters, will be the officers of the Society primarily responsible for all editorial matters pertaining to the publication of BUS volumes and *SAH Archipedia*. In carrying out his or her duties, the Editor (or Editors)-in-Chief of BUS will be assisted by a BUS Advisory Committee and *SAH Archipedia* Advisory Committee, each composed of not more than 15 individuals appointed by the President of the Society, after consultation with the Editor (or Editors)-in-Chief. At least a majority of the members of both Advisory Committees will be members of the Society. Each member of the Advisory Committees will serve for a term of three years and will be eligible for reappointment. The Advisory Committees will meet at least once each year during the SAH Annual Conference. In consultation with the President and Executive Director, the Editor (or Editors)-in-Chief may appoint Assistant or Associate editors. Without limiting the generality of the foregoing, the Editor-in-Chief of BUS will have overall responsibility for:

(i) recommending to the Executive Committee long-range plans, new titles and electronic or other presentation of BUS research; recommending the author or authors for BUS and *SAH Archipeida*; and handling contract negotiations and relations with each such author;

(ii) establishing the publication schedule for each of the volumes comprising BUS and *SAH Archipedia*;

(iii) monitoring the progress of each author and using his or her best efforts to assure that each such author does not deviate in any material respect from the production schedule established for the volume he or she is to be the author of;

(iv) arranging for the peer review and editing of the content prior to the material being published in print or online;

(v) with the SAH Executive Director monitoring contract negotiations and relations with the publisher of the series; and

(vi) communicating, periodically and not less than at each meeting of the Executive Committee, to the Executive Committee as to all substantial matters relating to the status of BUS and *SAH Archipedia*.

(b) The Executive Director of the Society will be the chief fiscal officer of BUS and *SAH Archipedia*. The Editor (or Editors)-in-Chief will also report to the President of the Society, who will be an *ex officio* member of the Advisory Committees. The Editors-in-Chief will report to each meeting of the Executive Committee and of the Board of Directors on all substantial progress, activities, issues and status of BUS and *SAH Archipedia*.

### **Section 8.13 Editor or Editors in Chief of SAHARA:**

(a) The Editor or Editors of SAHARA (the Society of Architectural Historians Architecture Resources Archive), working with the Executive Director of the Society and those employees of the Society responsible in whole or part for SAHARA matters, will be the officer(s) of the Society primarily responsible for all editorial matters pertaining to the creation and ongoing growth of this online image archive for teaching and research. In carrying out his or her duties, the Editor or Editors of SAHARA will be assisted by a SAHARA Editorial Executive Committee composed of not more than 9 individuals appointed by the President of the Society, after consultation with the Editor. At least a majority of the members of the SAHARA Editorial Executive Committee will be members of the Society. Each member of the SAHARA Editorial Executive Committee will serve for a term of three years and will be eligible for reappointment. The SAHARA Editorial Executive Committee will meet at least once each year at the SAH Annual Conference. In consultation with the President and Executive Director, the Editor also will appoint a SAHARA Editorial Committee composed of as many area scholar and librarian editors as necessary to review, edit and approved images that were submitted to SAHARA. Without limiting the generality of the foregoing, the Editor will have overall responsibility for:

(i) recommending to the SAH Executive Committee long-range plans, new collections, and financial sustainability plans;

- (ii) establishing the policies, priorities and partnerships for SAHARA's development;
- (iii) monitoring the progress of staff, contributors peer reviewers and editors
- (iv) arranging for the peer review of contributed images and metadata
- (v) with the SAH Executive Director monitoring contract negotiations and relations with the host/service provider; and
- (vi) communicating, periodically and not less than at each meeting of the SAH Executive Committee, to the SAH Executive Committee as to all substantial matters relating to the status of SAHARA.

(b) The Executive Director of the Society will be the chief fiscal officer of SAHARA. The Editor(s) will also report to the President of the Society, who will be an *ex officio* member of the SAHARA Editorial Executive Committee. The Editor will report to each meeting of the SAH Board of Directors on all substantial progress, activities, issues and status of SAHARA.

#### **Section 8.14 Editor of SAH Website, Newsletter and Informational Publications**

- (a) The Editor of the SAH website, newsletter and other informational publications shall be the Executive Director of SAH. Working with those employees of the Society responsible in whole or part for website, newsletter and other informational resources, the Executive Director of the Society shall be primarily responsible for all editorial matters pertaining to the publication of content in these venues. The Executive Director shall seek advice and inform the SAH Executive Committee and Board about major editorial, design or functionality changes.
- (b) From time to time the President of SAH will appoint blog editors, special content website editors, group moderators, and others who will assist with the editorial work of the Society's informational publications.

#### **Section 8.15 Study Tour Committee:**

The Study Tour Committee shall be composed of the Second Vice President, as Chair, and up to five individuals who can advise the Society on the development of its study tour program. A majority of the committee members will be members of SAH. The Committee Chair will report to each meeting of the Executive Committee and of the Board of Directors on all schedules, progress, activities, issues, and the status of study tours.

### **ARTICLE IX - STANDING AND AD HOC COMMITTEES**

#### **Section 9.1 Standing Committees:**

- (a) Following the Effective Date of the Merger, the standing committees of the Society will consist of a Nominating Committee, a Development Committee, an Investment Committee,

a Budget and Audit Committee and such other standing committees, if any, as the Board of Directors, acting on the recommendation of the Executive Committee, may establish by resolution from time to time.

(b) The members of all standing committees of the Society will be drawn from the membership of the Society, but except and to the extent otherwise provided in this Article IX, in Article X (dealing with the Society's Endowment, including the Investment Committee) or in the resolution of the Board of Directors establishing such committee, no standing committee will be deemed to be a committee of the Board of Directors within the meaning of Section 108.40 of the Illinois General Not For Profit Corporation Act of 1986 and no member of any standing committee other than its Chair will be required to be a member of the Board of Directors of the Society, nor will more than a majority of the members of a standing committee be required to be Elected Directors.

(c) Except as may otherwise be provided in this Article IX, in Article X or in the resolution of the Board of Directors establishing such standing committees:

(i) The size of each standing committee will be determined and may be changed by the President, members of each standing committee will be selected and appointed by the President and the President will designate (and may change such designation at any time or from time to time) who among the members of each standing committee will be its chairperson;

(ii) The initial term of each member of a standing committee will be two years; the President may reappoint any or all of the members of each standing committee to a maximum of two additional two year terms immediately following his or her initial two year term; while no member of a standing committee may serve more than three consecutive two year terms on the same standing committee, he or she may again be appointed by the President to the same standing committee after a hiatus of two years, in which case the provisions of this clause (ii) will apply to such person's further service on that standing committee; provided, however, notwithstanding the foregoing, if these Bylaws on the resolution establishing such standing committee requires that each of the members of any standing committee must be a member of the Board of Directors of the Society then in that event the term of any member of that committee may not extend beyond the end of such member's tenure as a director of the Society; and

(iii) Any member of any standing committee may resign at any time by delivering written notice thereof to the Society, and the President may at any time remove any member of each standing committee by delivering written notice thereof to such member.

(d) Each standing committee will hold such regular or special meetings as are specified in the Bylaws or in the resolution of the Board of Directors establishing such standing committee; in the absence of any such specification, each standing committee will meet at such times and places and for such purposes as are determined from time to time by the chair of such committee.

(e) Each meeting of any standing committee will be presided over by its chairperson, or in his or her absence by a chairperson chosen by those members of the committee present at the



meeting. Minutes of each meeting of a standing committee will be kept by a person appointed by the chairperson to act as secretary of the meeting and to record them (who need not be a member of the committee). The minutes of all meetings of each standing committee will be kept in consecutive order in a minute book or books and an electronic archive located at the Society's headquarters which will be retained as part of the permanent records of the Society and shall be distributed, promptly, to the Executive Committee and, after review by the Executive Committee to the Board of Directors.

(f) The provisions of Sections 7.2 through 7.5 and 7.7, which govern methods of giving notice, waiver of notice, telephonic participation in meetings, quorum and vote required for action and action without meetings of the Executive Committee will apply to standing committees and their members as well.

### **Section 9.2 Nominating Committee:**

The Nominating Committee will consist of the First Vice President of the Society and four members of the Society appointed by the President not less than six months prior to the election of officers and directors with which they are concerned. At least one member and not more than three members of each Nominating Committee will have been a member of the previous Nominating Committee. The President may consider, but will not be bound by, recommendations for membership on the Nominating Committee received from the First Vice President of the Society and any member of the Society. It will be the function of the Nominating Committee to recommend each year to the members of the Society a slate of nominees for election as Elected Officers (as defined in Section 8.1) and Elected Directors (as defined in Section 4.2(a)) of the Society. Nominations of Elected Officers and Elected Directors may also be made on petition of twenty-five or more members of the Society, provided they are communicated to the Executive Director in writing not less than two weeks in advance of the annual business meeting at which their election is to be held. The Nominating Committee may consider its own members as candidates.

### **Section 9.3 Development Committee:**

The Development Committee will be composed of at least three members of the Society appointed by the President. In addition, the Treasurer of the Society will be a member *ex officio*. It will be the primary function of the Development Committee to assist in the organization of and to monitor the Society's efforts to obtain financial contributions and grants of all kinds in support of the Society, including without limitation campaigns for and contributions and grants to its Endowment Fund.

### **Section 9.4 Investment Committee:**

The size, duties and composition of the Investment Committee and the manner of appointment and removal of its members and the duration of their terms as members thereof will in all cases be as set forth in Section 10.6 of Article X; provided, however, that in addition to those duties with respect to the Endowment which are specified in Section 10.6, the Investment Committee will also have responsibility for determining the manner in which those cash reserves and other funds of the Society which are not part of the Endowment will be invested and reinvested.

## **Section 9.5 Budget and Audit Committee:**

(a) The members of the Budget and Audit Committee shall have the following responsibilities with regard to the budget function of the Society: (i) review the initial draft of the budget for the following fiscal year (which is prepared by the Society's staff) and make recommendations as to appropriate revisions prior to the regular August meeting of the Executive Committee; (ii) review the revised budget for the year then in progress and make recommendations as to appropriate revisions prior to the regular November meeting of the Executive Committee and Board of Directors; and (iii) recommend any changes in Budget format deemed appropriate.

(b) The members of the Budget and Audit Committee shall have the following responsibilities with regard to audit function of the Society and its process: (i) annually review the performance of the current audit firm, obtain information on alternative audit firms and, if appropriate, recommend that the Executive Committee consider a relationship with another audit firm; (ii) participate, as appropriate, in the selection of the audit firm to be used and the terms of the engagement of such firm; (iii) review the financial statements completed by the Society's staff as soon after their completion as may be feasible, suggest revisions deemed appropriate and recommend action thereon prior to the regular November meetings of the Executive Committee and Board of

Directors; (v) consult by phone with managing partner of the audit firm in conjunction with the regular November meetings of the Executive Committee and the Board of Directors; (vi) review with the appropriate personnel of the audit firm the internal controls of the Society; (vii) recommend to the Executive Committee and to the Board of Directors a written code of ethics and a conflict of interest policy for Staff, members and SAH Board, Editors and committee members and evaluate means for assurance with that code; (viii) monitor the quality of financial reporting of the Society and the audit firm's quality control safeguards and independence; and (ix) review the interim (quarterly) financial reports of the Treasurer and the Comptroller.

## **Section 9.6 Ad Hoc Committees:**

(a) The Society will have such ad hoc committees as the President may from time to time establish. The size, duties, and duration of existence of every ad hoc committee and the term of each member of every ad hoc committee will be as determined by the President. The chairperson and each other member, if any, of each ad hoc committee will be appointed by and will serve at the pleasure of the President. The President may at any time and for any reason (i) remove the chairperson or any other member of any ad hoc committee and (ii) terminate the existence of any ad hoc committee.

(b) Each ad hoc committee will meet at such times and places and for such purposes as are determined from time to time by the chair of such committees. The provisions of Sections 7.2 through 7.5 and 7.7, which govern telephonic participation in meetings, quorum and vote required for action, methods of giving notice, waiver of notice and action without meetings of the Executive Committee, and the provisions of Section 9.1(e), which governs the conduct of meetings of standing committees, will apply to ad hoc committees and their members as well.

## **ARTICLE X-A - DONOR RESTRICTED FUND**

### **Section 10.1 Establishment:**

The Connecticut Society has heretofore created a separate endowment fund for the Society (the “Endowment”) which is and, after the Effective Date of the Merger, shall be held, administered and distributed pursuant to the provisions of this Article and Article X-C of these Bylaws and that certain resolution adopted by the Board of Directors of the Connecticut Society on November 9, 1999 (the “Establishing Resolution”), as amended on November 4, 2000, which resolution and amendment thereto are hereby incorporated and made a part of these Bylaws. This Article X-A, -B and -C of the Bylaws may be set forth and certified separately from the remainder of the Bylaws.

### **Section 10.2 Name:**

The name of the fund is the “SAH Donor Restricted Fund,” also commonly referred to as the “SAH Endowment Fund.”

### **Section 10.3 Separate and distinct fund:**

The SAH Donor Restricted Fund will be a distinct fund within the Society, separate and apart from any other funds of the Society, which will be held and used by the Society in accordance with the terms of this Article and applicable law.

### **Section 10.4 Purpose:**

The purpose of the SAH Donor Restricted Fund is to provide a source of funds to be used to further the purpose and mission of the Society, as it is set forth in the Society’s Bylaws and as it may be modified from time to time by the Board.

### **Section 10.5 Receipt of funds and other property:**

(a) The SAH Donor Restricted Fund may receive, from the Society’s members and from other donors, testators, grantors or transferors (including, without limitation, individuals, institutions, corporations, trusts and governmental agencies), by means of inter vivos gifts or transfers, bequests, devises, trust distributions, grants or otherwise, contributions or other transfers of cash, securities, life insurance, interests in real estate or any other real or personal property of value.

(b) The Society will not accept any contribution or other transfer of real or personal property to the SAH Donor Restricted Fund which is designated by the governing gift or transfer instrument for any purpose inconsistent with the mission of the Society. The determination of the Executive Committee in this regard will be conclusive. Subject to the foregoing, the Executive Committee may accept or reject for the SAH Donor Restricted Fund any proposed contribution or transfer of any property to the SAH Donor Restricted Fund including without limitation subject to any restrictions or limitations set forth in the applicable gift or transfer instrument. Any assets or funds received by the Society which are designated by the donor,

testator, grantor or other transferor as “endowment” (or other similar identifying language) will, subject to the foregoing provisions of this paragraph, be set aside as a part of the SAH Donor Restricted Fund.

(c) Unless expressly provided to the contrary in the applicable gift or transfer instrument, every contribution or other transfer of real or personal property to the SAH Donor Restricted Fund will be deemed for all purposes to be subject to and governed by each and every provision of this Article.

#### **Section 10.6 Administration:**

(a) The SAH Donor Restricted Fund will be administered by an Investment Committee composed of three or more members of the Society, at least two of whom shall be current or former members of the Board of Directors (the “Investment Committee”). Acting in each case on the recommendation of the Executive Committee:

(i) the size of the Investment Committee, subject to the limitations specified in the preceding sentence, will be fixed and may be changed from time to time by the Board of Directors;

(ii) the members of the Investment Committee will be appointed by and serve for such terms as are determined by the Board of Directors;

(iii) any member of the Investment Committee may be removed at any time, with or without cause, by the Board of Directors; and

(iv) any vacancy in the membership of the Investment Committee may be filled by the Board of Directors.

(b) The Investment Committee, subject to the final authority of the Executive Committee and the Board of Directors, the other provisions of this Article of the Bylaws and applicable law, and where so specified acting with the approval of the Executive Committee, will have complete power and authority over and with respect to the administration of the SAH Donor Restricted Fund including without limitation the power and authority:

(i) to invest and reinvest SAH Donor Restricted Fund property in any real or personal property deemed advisable by the Investment Committee, whether or not it produces a current return, including without limitation stocks, bonds, debentures, promissory notes, mortgages or shares or interests in any pooled or common fund available for investment (including the securities of or interests in regulated investment companies, mutual funds, common trust funds, investment partnerships, real estate investment trusts, or similar organizations in which funds are commingled and investment determinations are made by persons other than the Investment Committee) at such prices and on such terms as the Investment Committee determines;

(ii) to retain, sell at public or private sale, exchange, lease for any term, mortgage, pledge, repair, manage and insure against loss or liability any part or all of the SAH

Donor Restricted Fund property, real or personal, for such prices and on such terms as the Investment Committee determines;

(iii) to exercise, on behalf of the Society, all of the other rights associated with SAH Donor Restricted Fund property, including without limitation to vote (in person or by proxy) any shares of stock or other voting securities or exercise any options or warrants forming a part of such SAH Donor Restricted Fund property;

(iv) to retain and contract with independent professional investment advisors, money managers or banks or trust companies for assistance in formulating and implementing a strategy for the investment and reinvestment of SAH Donor Restricted Fund property;

(v) in connection with the administration of the SAH Donor Restricted Fund to employ agents and custodians, to retain counsel to advise it and to execute and deliver, in the name and on behalf of the Society, such contracts, purchase or sale orders, notes, deeds, mortgages, bills of sale, leases or other documents as the Investment Committee determines to be necessary or desirable;

(vi) to pay all of the costs and expenses for administration of the SAH Donor Restricted Fund, including without limitation the fees and expenses of any investment advisor, money manager or bank or trust company retained by the Investment Committee with the approval of the Executive Committee, any transaction costs arising out of transactions in SAH Donor Restricted Fund property and any fees and expenses of custodians, agents or counsel retained by the Investment Committee with the approval of the Executive Committee; and

(vii) to exercise such other and additional powers as may be conferred or authorized by these Bylaws or by applicable law except any as may be inconsistent with this Article of the Bylaws or the Articles of Incorporation of the Society.

(c) The Investment Committee will make semi-annual reports to the Executive Committee and the Board of Directors with respect to the receipts, disbursements, asset portfolio and investment performance of the SAH Donor Restricted Fund.

#### **Section 10.7 Use of SAH Donor Restricted Fund income:**

From time to time upon the affirmative vote of a majority of the members of the Executive Committee, all or any part of the net income of the SAH Donor Restricted Fund may be used by the Society for any purpose which furthers the Society's mission. The net income of the SAH Donor Restricted Fund will be defined in accordance with the Uniform Principal and Income Act as in effect in Illinois from time to time.

#### **Section 10.8 Disposition of SAH Donor Restricted Fund if Society ceases to exist:**

If for any reason the Society ceases to exist and by reason thereof the SAH Donor Restricted Fund is unable to operate for the purpose set forth in Section 10.4, then the Board of Directors will distribute the SAH Donor Restricted Fund property to such other charitable organization which the Board of Directors determines is best able to carry out a mission most comparable to the mission of the Society.

## **ARTICLE X-B - SAH BOARD DESIGNATED FUND**

### **Section 10.9 Establishment:**

The Connecticut Society has heretofore created a separate Board Designated Fund for the Society which is and, after the Effective Date of the Merger, shall be held, administered and distributed pursuant to the provisions of this Article and Article X-C of these Bylaws.

### **Section 10.10 Name:**

The name of the fund is the “SAH Board Designated Fund”.

### **Section 10.11 Separate and distinct fund:**

The SAH Board Designated Fund will be a distinct fund within the Society, separate and apart from any other funds of the Society, which will be held and used by the Society in accordance with the terms of this Article and applicable law.

### **Section 10.12 Purpose:**

The purpose of the SAH Board Designated Fund is to provide a source of funds to be used to further the purpose and mission of the Society, as it is set forth in the Society’s Bylaws and as it may be modified from time to time by the Board.

### **Section 10.13 Receipt of funds and other property:**

(a) The SAH Board Designated Fund may receive, from the Society’s members and from other donors, testators, grantors or transferors (including, without limitation,

individuals, institutions, corporations, trusts and governmental agencies), by means of inter vivos gifts or transfers, bequests, devises, trust distributions, grants or otherwise, contributions or other transfers of cash, securities, life insurance, interests in real estate or any other real or personal property of value. The SAH Board Designated Fund may also receive, and the Board of Directors, acting upon the recommendation of the Executive Committee, will have the authority to transfer to the SAH Board Designated Fund, unrestricted funds of the Society, including without limitation any unrestricted contributions or other transfers of property received by the Society although not designated for transfer to the SAH Board Designated Fund.

(b) The Society will not accept any contribution or other transfer of real or personal property to the SAH Board Designated Fund which is designated by the governing gift or transfer instrument for any purpose inconsistent with the mission of the Society. The determination of the Executive Committee in this regard will be conclusive. Subject to the foregoing, the Executive Committee may accept or reject for the SAH Board Designated Fund any proposed contribution or transfer of any property to the SAH Board Designated Fund, including without limitation subject to any restrictions or limitations set forth in the applicable gift or transfer instrument

(c) Unless expressly provided to the contrary in the applicable gift or transfer instrument, every contribution or other transfer of real or personal property to the SAH Board Designated Fund will be deemed for all purposes to be subject to and governed by each and every provision of this Article.

#### **Section 10.14 Administration:**

(a) The SAH Board Designated Fund will be administered by an Investment Committee composed of three or more members of the Society, at least two of whom shall be current or former members of the Board of Directors (the "Investment Committee"). Acting in each case on the recommendation of the Executive Committee:

(i) the size of the Investment Committee, subject to the limitations specified in the preceding sentence, will be fixed and may be changed from time to time by the Board of Directors;

(ii) the members of the Investment Committee will be appointed by and serve for such terms as are determined by the Board of Directors;

(iii) any member of the Investment Committee may be removed at any time, with or without cause, by the Board of Directors; and

(iv) any vacancy in the membership of the Investment Committee may be filled by the Board of Directors.

(b) The Investment Committee, subject to the final authority of the Executive Committee and the Board of Directors, the other provisions of this Article of the Bylaws and applicable law, and where so specified acting with the approval of the Executive Committee, will have complete power and authority over and with respect to the administration of the SAH Board Designated Fund, including without limitation the power and authority:

(i) to invest and reinvest the SAH Board Designated Fund property in any real or personal property deemed advisable by the Investment Committee, whether or not it produces a current return, including without limitation stocks, bonds, debentures, promissory notes, mortgages or shares or interests in any pooled or common fund available for investment (including the securities of or interests in regulated investment companies, mutual funds, common trust funds, investment partnerships, real estate investment trusts, or similar organizations in which funds are commingled and investment determinations are made by persons other than the Investment Committee) at such prices and on such terms as the Investment Committee determines;

(ii) to retain, sell at public or private sale, exchange, lease for any term, mortgage, pledge, repair, manage and insure against loss or liability any part or all of the SAH Board Designated Fund property, real or personal, for such prices and on such terms as the Investment Committee determines;

(iii) to exercise, on behalf of the Society, all of the other rights associated with SAH Board Designated Fund property, including without limitation to vote (in person or by

proxy) any shares of stock or other voting securities or exercise any options or warrants forming a part of such SAH Board Designated Fund property, and, with the approval of the Executive Committee, to borrow money from any source using SAH Board Designated Fund property as collateral;

(iv) to retain and contract with independent professional investment advisors, money managers or banks or trust companies for assistance in formulating and implementing a strategy for the investment and reinvestment of SAH Board Designated Fund property;

(v) in connection with the administration of the SAH Board Designated Fund to employ agents and custodians, to retain counsel to advise it and to execute and deliver, in the name and on behalf of the Society, such contracts, purchase or sale orders, notes, deeds, mortgages, bills of sale, leases or other documents as the Investment Committee determines to be necessary or desirable;

(vi) to pay all of the costs and expenses for administration of the SAH Board Designated Fund, including without limitation the fees and expenses of any investment advisor, money manager or bank or trust company retained by the Investment Committee with the approval of the Executive Committee, any transaction costs arising out of transactions in SAH Board Designated Fund property and any fees and expenses of custodians, agents or counsel retained by the Investment Committee with the approval of the Executive Committee; and

(vii) to exercise such other and additional powers as may be conferred or authorized by these Bylaws or by applicable law except any as may be inconsistent with this Article of the Bylaws or the Articles of Incorporation of the Society.

(c) The Investment Committee will make semi-annual reports to the Executive Committee and the Board of Directors with respect to the receipts, disbursements, asset portfolio and investment performance of the SAH Board Designated Fund.

#### **Section 10.15 Use of SAH Board Designated Fund income:**

From time to time upon the affirmative vote of a majority of the members of the Executive Committee, all or any part of the net income of the SAH Board Designated Fund may be used by the Society for any purpose which furthers the Society's mission. The net income of the SAH Board Designated Fund will be defined in accordance with the Uniform Principal and Income Act as in effect in Illinois from time to time. Any income generated by the SAH Board Designated Fund may also be accumulated and added to the principal of the SAH Board Designated Fund at the discretion of the Executive Committee.

#### **Section 10.16 Use of SAH Board Designated Fund principal:**

(a) From time to time upon the affirmative vote of two-thirds of the members of the Board of Directors, acting upon the recommendation of the Executive Committee, so much as is prudent of the net appreciation, realized and unrealized, in the fair value of the SAH Board Designated Fund property over the historic dollar value of such SAH Board Designated Fund property (as the term "historic dollar value" is defined in the Uniform Management of



Institutional Funds Act as in effect in Illinois from time to time) may be used by the Society for any purpose which furthers the Society's mission.

(b) If and to the extent permitted by any law other than the Uniform Management of Institutional Funds Act as in effect in Illinois from time to time, the terms of the applicable gift instrument or the Articles of Incorporation of the Society, from time to time upon the affirmative vote of four-fifths of the members of the Board of Directors, acting upon the recommendation of the Executive Committee, so much as is prudent of the historic dollar value of the SAH Board Designated Fund (as the term "historic dollar value" is defined as specified in the preceding paragraph) may be used by the Society to deal with any financial or other emergency involving the Society which the Board of Directors, acting upon the recommendation of the Executive Committee, determines requires the immediate expenditure of funds not otherwise available to the Society.

**Section 10.17 Disposition of SAH Board Designated Fund if Society ceases to exist:**

If for any reason the Society ceases to exist and by reason thereof the SAH Board Designated Fund is unable to operate for the purpose set forth in Section 10.4, then the Board of Directors will distribute the SAH Board Designated Fund property to such other charitable organization which the Board of Directors determines is best able to carry out a mission most comparable to the mission of the Society.

**ARTICLE X-C - PROVISIONS APPLICABLE TO BOTH FUNDS**

**Section 10.18 Amendment:**

This Article, as in effect from time to time, may be amended at any time by the affirmative vote of two-thirds of the members of the entire Board of Directors at a meeting called expressly for that purpose or at any regularly scheduled meeting of the Board of Directors. Whether said meeting is a regular or special business meeting of the Board of Directors, the proposed resolution specifying any such amendment to this Article will be mailed to each member of the Board of Directors (first class mail, with postage prepaid) at such member's current mailing address as set forth in the Society's records at least 10 and not more than 45 days immediately preceding the date of such meeting.

**Section 10.19 Compliance with applicable law:**

Notwithstanding any other provision of this Article, the Society, the Board of Directors, the Executive Committee and the Investment Committee will be bound by and act in accordance with the applicable laws of the United States and the State of Illinois.

**ARTICLE XI - INDEMNIFICATION**

The Directors, officers, employees and agents of the Society may be indemnified by the Society to the fullest extent permitted by the Act, without limitation upon any other right to indemnification to which any of them may otherwise be entitled, and the Board of Directors may

authorize the purchase of insurance by the Society in behalf of any such Directors, officers, employees or agents against any liability asserted against any one or more of them in such capacity or arising from his, her or their status as such whether or not the Society would have the power to indemnify him or them against such liability under the provisions of the Act.

## **ARTICLE XII - MISCELLANEOUS**

### **Section 12.1 Fiscal year:**

The fiscal year of the Society will begin on October 1 in each calendar year and end on September 30 of the following calendar year.

### **Section 12.2 Chapters of the Society:**

The Board of Directors is authorized to encourage the establishment of local and regional chapters of the Society and to recognize any such chapter as a duly organized and established chapter of the Society in accordance with such standards and rules as the Board of Directors from time to time adopts. Any such chapter will be eligible to become a regular institutional member of the Society and to exercise and enjoy all of the rights, privileges and benefits of regular institutional membership specified in or pursuant to Section 2.3 (i). The ex-officio representative of the Chapters on the SAH Board shall be the Chapter Liaison who shall be appointed by the SAH President for a three-year, renewable term.

### **Section 12.3 Partner Organizations:**

(a) The Society is authorized to offer a formal relationship with the Society to cognate organizations which shall be called Partner Organizations, (formerly known as Corresponding and Affiliate Societies.) All benefits conferred by the Society on any such Partner Organization will, to the maximum feasible extent, be reciprocal. Applications for recognition as a Partner Organization will first be reviewed by the Executive Committee of the Society and then be considered for approval by the Board of Directors of the Society. No such Partner Organization, nor any member thereof, will be eligible to vote at any meeting of the members of the Society, to receive any of the Society's publications or to be eligible for any other benefits of membership in the Society except as otherwise specified herein, unless it or he or she becomes an institutional or individual member of the Society.

(b) The Society welcomes as Partner Organizations scholarly organizations which are instituted for the purpose of furthering the study of the history of architecture, landscapes, urbanism and related disciplines in its broadest possible sense. The Society also welcomes as Partner Organizations architectural museums, archives, libraries and other not-for-profit institutions devoted to the built environment whose interests are consonant with those of the Society, either because those interests address specific subjects in the study of architecture (such as historical, national, stylistic or typological) or because they address issues of relevance to the study of architecture (such as decorative arts, architectural conservation, or material culture).

(c) To be recognized as a Partner Organization, an organization must present evidence to the Society that: (i) it possesses a formal organizational structure, an identifiable membership and

ongoing signs of scholarly or educational activity (such as, for example, the holding of meetings or seminars at which papers or reports are presented or the publication of a scholarly journal or newsletter); and (ii) its institutional mission is devoted to education, architectural conservation or outreach.

(d) Specific benefits conferred by the Society on each duly approved Partner Organization will consist of the following: (i) listing as such in the *Journal* of the Society and on the SAH website, (ii) access for the Partner Organizations' officers to the Society's Listserv, and the following opportunities (iii) to submit information of interest to the Society's members at the annual conference and for publication in the Society's communication tools including the newsletter, website, listserv and social networking sites (iv) for its members to propose one session for the Society's annual conferences on the same terms and conditions as the Society's members, (v) to hold one noontime information session or reception at the annual conference if space permits and with the approval of the General Chair of the meeting and the Executive Director of the Society, (vi) to propose a tour during the SAH annual conference and to develop it in conjunction with the Local Committee, (vii) to exchange membership rosters with SAH once per year, (viii) to establish reciprocal exchanges of journals and newsletters with the central office of the Partner Organization, (ix) for its members to participate in the Society's study tours, (x) for individuals to join SAH at a reduced rate in their inaugural year, and (xi) other future benefits that the SAH board deems reasonable.

The ex-officio representative of the Partner Organizations on the SAH Board shall be the Partner Organization Liaison who shall be appointed by the SAH President for a three-year, renewable term.

#### **Section 12.4 Fellows of the Society:**

(a) The Board of Directors will name as Fellows of the Society of Architectural Historians individuals who have distinguished themselves by a lifetime of significant contributions to the field. These contributions may include scholarship, service to SAH, or stewardship of the built environment.

(b) A call for nominations will be published annually in the *Newsletter* of the Society that reports on the previous Annual Meeting. Nominations may be made by any individual member of the Society in a letter addressed to the President which details a candidate's service in support of the Society's mission. Nominations will be screened by the Executive Committee and accepted nominations will then be submitted to the Board of Directors for final approval by a vote in its regular meeting in November. In exceptional circumstances, the Board of Directors may act on naming Fellows at other times of the year.

(c) New Fellows of the Society will be announced by the President at the Annual Meeting of the Society and a list of Fellows will be published in every issue of *JSAH*.

## **ARTICLE XIII - AMENDMENTS TO & INTERPRETATION OF THE BYLAWS**

### **Section 13.1 Amendment by the Board of Directors:**

Except as otherwise provided for in Section 12.2, the power and authority of the Society to alter, amend or repeal the Bylaws of the Society or to adopt new Bylaws to replace the

Bylaws then in effect will be vested in the Board of Directors. Any amendment by the Board of Directors to Article X (“Endowment”) of these Bylaws will comply with the provisions of Section 10.10 hereof.

### **Section 13.2 Amendment by the members:**

In addition, the Bylaws of the Society may also be amended or repealed or new Bylaws to replace the Bylaws then in effect may also be adopted by the members of the Society at any Annual Business Meeting thereof, but only in accordance with the procedure hereinafter set forth. Any member of the Society present at the Annual Business Meeting may offer a resolution to this effect provided that: (i) the full text of the resolution was submitted in writing to the Secretary of the Society not less than nine months prior to the Annual Business Meeting at which the resolution is to be voted on; and (ii) the resolution when submitted to the Society was accompanied by the signatures of no fewer than 50 other members in good standing of the Society who wish to sponsor it. The full text of any resolution submitted in this manner will be included with the notice of the Annual Business Meeting at which it is to be voted on and will also be accompanied by a recommendation, approved by a majority of the Board of Directors, that the resolution be either accepted or rejected by the members of the Society who vote with respect to it at the Annual Business Meeting. In case the Board of Directors recommends a vote against the resolution, it may include in the notice a short statement of not more than 100 words giving the reasons for its action, and in that case those favoring the resolution will have the privilege of including in the notice a similar statement in support of their position.

### **Section 13.3 Interpretations of the Bylaws:**

All questions regarding the meaning, construction or interpretation of any provision or provisions of these Bylaws will be decided by the President of the Society, after consultation with the other members of the Executive Committee, and such decisions will control until altered or reversed by the Board of Directors or by the members at any Annual Business Meeting or Special Business Meeting.

CH01/ 12404727.4  
Final Version follow 4/06 Board Meeting  
Revised 7/07  
Revised draft 4/4/08  
Revised 11/15/08  
Proposed Revisions 4-1-2012  
Finalized 9-22-12