

THE VICTORIAN SOCIETY IN AMERICA, INC.

Originally Incorporated December 30, 1966,
under the New York Membership Corporation Law

BYLAWS

ARTICLE I

Purpose

This corporation (hereinafter referred to as the "Society") was formed for the following purposes:

- A. To foster public appreciation and understanding of the artistic expression of the Victorian Era in the United States.
- B. To engage in and encourage the preservation of and publication about material culture of the Victorian Era, including but not limited to architecture, fine and decorative art, design, planning, and technology.
- C. To offer educational opportunities for the study of the Victorian heritage through schools, symposia, tours, lectures, and other media.
- D. To serve as a reservoir of expertise on matters pertaining to Victorian culture, including but not limited to the maintenance of archives, records, and reference works concerning Victorian material culture.

ARTICLE II

Members

Section 1: The membership of the Society is organized into the following classes: Life Members, Contributing Members, Sustaining Members, Institutional Members, Household Members, Individual Members, and such other classes of membership as the Board of Directors (hereinafter referred to as the "Board") may from time to time create.

Section 2: Life Members may be admitted to membership upon payment to the Society of such amount as the Board shall fix from time to time. Life Members shall have all of the privileges of membership for life and shall have no obligation to pay annual dues or make any other further monetary contribution.

Section 3: Members of all other membership classes shall be required to pay in advance of admittance and annually thereafter such dues as the Board shall fix from time to time and, so long as they are in good standing, shall have the right to attend, participate in discussions, and vote at all meetings of the Society and such further membership privileges as the Board shall from time to time grant to the respective membership classes.

Section 4: All members other than Life Members shall cease to be in good standing when their annual dues are more than three months in arrears, and, until such dues are paid, shall be disqualified from voting at any meeting of the Society, from acting as an officer or director thereof, and from enjoying membership benefits in the Society.

ARTICLE III Meetings

Section 1: The annual meeting of the Society shall be held each year on a date to be fixed from time to time by the Board.

Section 2: Special meetings of the Society shall be called by the President at any other time upon request of a majority of the whole membership of the Board or one hundred members of the society in good standing.

Section 3: Meetings of the Society shall be held at such place as the Board, or, in the case of a special meeting called otherwise than upon request of the Board, the President shall from time to time determine.

Section 4: Notice of the time, place and, in the case of a special meeting, the purpose of each meeting shall be given by the Secretary or staff to each member in good standing. Notices of an annual meeting shall be mailed not less than twenty-one days before such meeting and notices of a special meeting not less than fourteen days before such meeting. No business shall be transacted at a special meeting other than that set forth in the notice thereof.

Section 5: Twenty-five members in good standing and present shall constitute a quorum at any meeting of the Society, except that if there be no quorum, a majority of the members present may adjourn the meeting to a future date without further notice other than by announcement at such meeting. When a quorum is present on any such adjourned date, any business may be transacted which ought to have been transacted at the meeting as originally called.

Section 6: The President, or in his/her absence, the Executive Vice President or a Vice President shall preside over all meetings of the Society. The Secretary, or in his/her absence, any person chosen at the meeting shall act as secretary of the meeting.

Section 7: Except as otherwise provided in these Bylaws or as required by law, all elections and all other matters properly presented to a meeting shall be decided by a majority of the vote of the members present in person.

ARTICLE IV
Board of Directors

Section 1: The property and affairs of the Society shall be managed by a Board of Directors consisting of all the elective officers of the Society, no more than fifteen directors, and ex officio members hereinafter provided for. Except to fill vacancies in unexpired terms, directors shall be elected at annual meetings of the Society for a term of two years and until their respective successors are elected and qualify. After having served for a full term of two years, directors may be re-elected for no more than two immediately succeeding two-year terms.

Section 2: Any director who has failed to attend at least two board meetings in each year of his/her term shall not be eligible for re-election, unless such absences have been approved by the President at his discretion.

Section 3: Ex officio voting members of the Board shall consist of each Past President of the Society during the two years next succeeding his/her ceasing to hold that office, and the Counsel to the Board if so designated in accordance with Article VI hereinafter. Non-voting ex officio members of the Board shall consist of the President of each authorized chapter of the Society and such other categories of Board membership as the Board may from time to time create.

Section 4: Any vacancy in the Board occurring by reason of death, resignation, or otherwise may be filled by election by the Board until a successor is elected at the next annual meeting of the Society.

Section 5: Not less than three regular meetings of the Board shall be held each calendar year at such times as the Board or the President shall fix. Special meetings may be held at such times as the Board may from time to time determine or upon call of the President or any ten members of the Board.

Section 6: Meetings of the Board shall be held at such place or places as the Board or the President shall from time to time determine.

Section 7: Written notice of the time, date and place of meetings, and in the case of special meetings the purpose of the meeting, shall be given to each member thereof not less than fourteen days before the meeting. No business shall be transacted at a special meeting other than the business specified in the notice thereof.

Section 8: Ten members or 25% of current Board members, whichever is less, shall constitute a quorum of the Board. Except as otherwise provided in these Bylaws or required by law, all actions of the Board shall be by majority vote of the members present.

Section 9: The President or, in his/her absence, the Executive Vice President or one of the Vice Presidents (in such order of precedence as the President shall designate), shall preside over meetings of the Board. The Secretary, or a person designated by the presiding officer, shall act as secretary of the meeting.

Section 10: The Executive Committee of the Board shall consist of the President, the Executive Vice President, the Secretary, and the Treasurer of the Society, and no more than two other members of the Board to be designated annually by the Board. Between meetings of the Board, the Executive Committee shall have and may exercise the powers of the Board in the management of the affairs of the Society except to the extent expressly limited by resolution of the Board. The Chairperson of the Executive committee shall be the President of the Society or any other member of the Committee the President may designate.

Section 11: The Board may from time to time create one or more additional committees for such purposes and with such powers as the Board shall determine. The chairperson of each committee shall be a member of the Board.

Section 12: If a transaction undertaken by the Society will in any significant manner personally benefit a Board member or a member of his/her family, that Board member must disclose to the Board the circumstances of the involvement and, at the discretion of the Board, must recuse himself/herself from any participation in, discussion of or vote on the transaction.

ARTICLE V Officers

Section 1: The officers of the Society shall consist of a President, an Executive Vice President, five Vice-Presidents, a Secretary, and a Treasurer, all of whom shall be elected at an annual meeting of the Society to hold office for a term of two years and until their respective successors are elected and qualify. A vacancy in any of such offices occurring by reason of death, resignation, or otherwise may be filled by election by the Board until a successor is elected at the next annual meeting of the Society. An Assistant Treasurer and/or an Assistant Secretary may at any time be appointed by the board to hold office and to have such duties as the Board may determine. After having served for a full term of two years, the President and Vice Presidents may be re-elected for no more than two immediately succeeding two year terms.

Section 2: The President shall be the chief executive officer of the Society and shall exercise general supervision over its affairs. Except as otherwise provided in these Bylaws, he/she shall be an ex officio member of all committees, shall appoint the chairpersons thereof and either appoint the members thereof or delegate such authority as he/she may determine.

Section 3: The Executive Vice President and each Vice President shall have the duties from time to time delegated to him/her by the President or assigned by the Board. In the absence or disability of the President, the Executive Vice-President or the other Vice Presidents, in such order of precedence as the President shall designate, shall perform the duties and possess and exercise the powers of the President. To be eligible for the office of Executive Vice President, the candidate must make a commitment to serve as President of the Society if so elected when the office of President is next vacated.

Section 4: The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Society and of the Board, a record of the names and addresses of the members of the Society in good standing, attest to documents whenever required and perform all other duties customarily incident to the office of Secretary or prescribed by the Bylaws or the Board.

Section 5: The Treasurer shall have custody of all funds, securities and Other Property of the Society, subject to such regulations as the Board may prescribe. He/she may endorse for collection on behalf of the Society all checks and other instruments for the payment of money and shall deposit them to the credit of the Society in such one or more banks as the Board may designate. He/she shall sign all receipts and vouchers and, together with such other officer or person, if any, as shall be designated by the Board, he/she shall sign all checks of the Society, except in cases where the signing thereof may be otherwise expressly authorized by the Board. He/she shall keep full and accurate records and accounts of all financial transactions of the Society and exhibit them at all reasonable times to any officer or member of the Board upon request. He/she shall prepare and submit for approval by the Board a budget for each fiscal year, and shall render to the Society and to the Board such reports of the financial affairs of the Society as the President or the Board shall from time to time direct. He/she shall prepare and file, or cause to be filed, such tax returns and other reports on behalf of the Society as shall from time to time be required by law. He/she shall also perform all other duties customarily incident to the office of Treasurer or prescribed by these Bylaws or the Board.

ARTICLE VI Counsel

The Board may designate a Counsel to the Society, who shall be a practicing attorney-at-law, who shall serve at the pleasure of the Board, who shall advise the Board and the officers of the Society on all legal matters affecting the Society and the carrying out of its objectives and who shall perform such other duties as the Board may from time to time prescribe.

ARTICLE VII
Audits

The books of the Society shall be reviewed annually by a certified public accountant in accordance with the recommendations of that accountant based upon acceptable accounting practices, which may be in the form of a compilation, a review, or a full audit. The accountant's report shall be transmitted by the accountant directly to each member of the Executive Committee and shall be submitted to the Board for approval and filing among the Records of the Society. A summary of such report shall be made available to any member of the Society at his/her request.

ARTICLE VIII
Nomination Procedure

Section 1: Within ninety days after each annual meeting of the Society, the President shall appoint a Nominating Committee of not more than five members, of whom no more than a simple majority shall be members of the Board. The President shall not be an ex officio member of such committee, and the committee shall elect its own chairperson.

Section 2: It shall be the duty of the Nominating Committee to nominate persons to be elected at any annual meeting of the society to be its officers and directors and to nominate persons to be elected by the Board to fill all vacancies that may occur from time to time among such officers and directors. Members of the Nominating Committee shall not be disqualified from nomination by the Committee as officers and directors of the Society.

Section 3: A report of the Nominating Committee shall be submitted to the Secretary not less than thirty days before any annual meeting of the Society at which an election is to take place and shall be included in the notice of such meeting.

Section 4: No nominations may be made at an annual meeting other than those proposed by the Nominating Committee, except by written petition signed by not less than thirty-five members of the Society.

ARTICLE IX
Business

The Board may appoint a Business Manager to have such powers and duties under the general supervision of the President and to be paid such salary as the Board may from time to time determine. The Board may also from time to time authorize the President to appoint or employ such other staff as may be desired within a total budget determined by the Board. The Board may from time to time re-designate the titles of employees or staff as may be required by changes in duties or circumstances.

ARTICLE X
Investments

The Board, or any committee of directors or officers authorized to do so by the Board, may invest the funds of the Society in such manner as the Board or such committee shall in its judgment determine, without being limited to those investments to which trustees are restricted by law.

ARTICLE XI
Organization & Renewal of Chapters

Section 1: Within ninety days after each annual meeting of the Society, the President shall appoint a Chapters Committee of not less than three members, a majority of whom shall be members of the Society's Board. In addition, the President of each chapter is designated an ex officio member of the Chapters Committee and shall be invited to Chapters Committee meetings, as well as to the Society's Board meetings. The Chapters Committee is responsible to the Board for oversight of the Society's chapters.

Section 2: To form a new chapter of the Society, the organizers must submit to the Chapters Committee (a) a copy of the new chapter's proposed bylaws and (b) a petition which states the name and geographical area of the chapter and bears the signatures of at least twenty-five current national members of the Society who pledge to become members of the new chapter. These documents will be submitted by the Chapters Committee, with its recommendation, to the Society's Board for approval. After such approval, a charter will be issued for the new chapter for a period not to exceed one year.

Section 3: All Chapters of the Society must conform to the following conditions and requirements:

- A. Each chapter's charter will be renewed annually, following review by the Chapters Committee of documentation submitted to it as described below. Failure to comply with the conditions and requirements of this section is grounds for declining to renew a chapter's charter.
- B. All chapters will be assessed an annual administration fee to be set by the Society's Board, which will help offset the costs of administrative functions provided by the Society on behalf of its recognized chapters.
- C. The officers of each chapter must be current national members of the Society, as required by IRS regulations.
- D. Each chapter must submit a membership listing annually, which will be used only for internal Society purposes. Each chapter is expected to have a minimum of twenty-five members. Except as provided in Section 3-C above, chapter members are not required to be national members of the Society.

- E. Each chapter, in compliance with IRS requirements, must use only the national Society's Tax Identification Number (TIN) for any bank and investment accounts that it maintains. Furthermore, each chapter must submit the following documentation within sixty days of the close of each calendar year:
- A copy of the statement for each bank or investment account maintained by the chapter which either ends on December 31 or spans December 31.
 - A profit-and-loss statement showing the chapter's net income for its fiscal year.
 - A list of any tangible assets owned by the chapter, including a description of same, date purchased, and original cost.
- For legal and tax purposes, chapters are considered branches or units of the national Society and may not separately incorporate.
- F. Each chapter must submit a listing of its activities for the year annually to the Chapters Committee or include the Chapters Committee chair on its mailing list if it produces a periodic newsletter.
- G. Each chapter must hold an annual meeting.
- H. Chapter membership must be open to the public, except for the Alumni Association of the Victorian Society Summer Schools.
- I. Each chapter must purchase and maintain a general liability insurance policy that covers the chapter's activities, and must name the Victorian Society in America as an additional insured in that policy.
- J. Chapters may not authorize the use of the Victorian Society in America name for any commercial purpose without the prior written approval of the Society's Board.
- K. The charter for a chapter can be withdrawn at any time by the Society's Board, upon recommendation of the Chapters Committee, in the event that the Board shall reasonably determine that the continuance of the chapter is incompatible with the purposes of the Society or contrary to its best interests.
- L. In the event a chapter is disbanded for any reason, under IRS regulations any funds remaining in its treasury must revert to the Society and shall be collected by the Society's Treasurer.

ARTICLE XII

Disposition of Property on Dissolution

In the event of the dissolution of the Society, its funds and other property shall, after the discharge of all its debts and other obligations, be transferred to the Society of Architectural Historians, the National Trust for Historic Preservation, and/or The Athenaeum of Philadelphia, provided that such organization is in good standing and a

tax-exempt organization within the meaning of Internal Revenue Code Section 501(c) or any comparable provision of the laws of the United States. The Society's Board at its sole discretion shall determine the apportionment of assets to or among said organizations and, if none of the above organizations so qualifies, to any such tax exempt organization selected by the Board whose objects and purposes are deemed compatible with those of the Society. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII Amendments

Amendments to these Bylaws may be considered at any regular meeting of the Board or at any special meeting called for that purpose and, when approved by the Board, may after due notice be adopted by vote of two-thirds of the members of the Board present at a subsequent meeting or by vote of a majority of the members of the Society present at an annual or special meeting of the Society.

Revised: March 6, 1999; May 7, 2002; October 27, 2006; March 3, 2007; February 28, 2009; May 12, 2009.