

BY-LAWS OF THE NATIONAL EPISCOPAL HISTORIANS AND ARCHIVISTS

As adopted June 25, 1999, amended 2003, 2008, 2010, 2014

ARTICLE I – OFFICES

Section 1.1 – Principal Office. The principal office of this Corporation in the Commonwealth of Pennsylvania shall be located at 20 North American Street, Philadelphia, PA 19106, Philadelphia County.

Section 1.2 – Other Offices. The Corporation may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Trustees may, from time to time, determine.

ARTICLE II – MEMBERSHIP

Section 2.1 – Classes of Membership. The Corporation shall have one class of members. The rights and privileges of all members shall be equal, and each member shall be entitled to one vote.

Section 2.2 – Qualifications. Any individual or organization that expresses and holds an interest in the history of the Episcopal Church and pays the dues and fees which may be in place as provided below, is eligible for membership in the Corporation.

ARTICLE III – MEMBERSHIP FEES AND DUES

Section 3.1 – Initiation Fee and Annual Dues. The Board of Trustees may determine, from time to time, the amount of initiation fee, if any, and the amount of annual dues payable to the Corporation by members.

Section 3.2 – Payment of Fees and Dues. Fees and dues shall be payable on such date and at such time and in such amounts as the Board of Trustees shall, from time to time, determine.

ARTICLE IV – ANNUAL MEETING OF MEMBERS

Section 4.1 – Annual Meeting. An annual meeting of members shall be held at such place or places as the Board of Trustees may designate by resolution from time to time. Appropriate for consideration at such meeting shall be the election of Trustees and such other corporate business as may come before the meeting.

Section 4.2 – Special Meetings. Special meetings of the members may be called by the President, the Board of Trustees or not less than one-fifth (1/5) of the members who may be qualified to vote.

Section 4.3 – Place of Meeting. The Board of Trustees may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any annual or special meeting of members. However, if all members shall meet at any time or place, either within or without of the Commonwealth of Pennsylvania, and consent to the holding of such a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

Section 4.4 – Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally or by mail to each member entitled to vote at the meeting not less than ten (10) or more than sixty (60) days before the date of such meeting by or at the direction of the President, Secretary or such other Officers or persons who are calling the meeting. In the case of special meetings, or when required by these By-Laws, the purpose for which the meeting is being called shall be stated in the Notice.

Section 4.5 – Informal Action by Members. Any action required or permitted to be taken at any meeting of members may be taken without such meeting if consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect to such action.

Section 4.6 – Quorum. Ten percent (10%) of the total membership shall constitute a quorum at a meeting. If a quorum is not present at any meeting of members, a majority of votes present may adjourn the meeting without further notice.

Section 4.7 – Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or member's duly authorized attorney-in-fact. No proxy shall be valid after six (6) months from the date of execution unless otherwise provided in the proxy.

Section 4.8 – Voting Rights. Each member shall be entitled to one (1) vote. If an organization is a member, the organization shall designate one (1) person who shall have the right to exercise the organization's voting rights. There are no cumulative voting rights with respect to the election of Trustees. The candidates for Trustee receiving the highest number of votes up to the number of Trustees to be elected will be deemed to be elected.

ARTICLE V – TRUSTEES

Section 5.1 – Number of Trustees. The authorized number of Trustees of the Corporation shall be nine (9).

Section 5.2 – Qualifications of Trustees. Trustees must be members of the Corporation and at least two-thirds of the members of the Board of Trustees must be members of the Episcopal Church, either lay or cleric.

Section 5.3 – Term of Office.

- (a) Each year, three (3) persons shall be elected to the Board of Trustees for terms of three (3) years each. Any incumbent member of the Board who has been elected to a three (3) year term may be re-elected to succeed him/herself for one (1) additional term of three (3) years, after which he/she must retire for the period of at least one (1) year. A person who has been appointed to fill an unexpired term on the Board may be elected for a total of two (2) full terms of three (3) years each.
- (b) The Historiographer and the Canonical Archivist of the Protestant Episcopal Church in the United States of America shall be *ex-officio* members of the Board of Trustees with voice and vote as set forth by these By-Laws.
- (c) The Editor of the Historiographer and the President of the Historical Society of the Episcopal Church and the President of the Episcopal Women's History Project shall be *ex-officio* members of the Board of Trustees with voice but no vote as set forth by these By-Laws. There may be other such *ex-officio*, non-voting members of the Board of Trustees as the Trustees shall determine from time to time.

Section 5.4 – Powers. Except as otherwise provided in the Articles of Incorporation, or by law of the Commonwealth of Pennsylvania, the powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Trustees. The Board of Trustees may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board of Trustees may designate by resolution from time to time.

Section 5.5 – Replacement of Trustees.

- (a) Whenever a vacancy exists on the Board of Trustees, whether by death, resignation or otherwise, the vacancy shall be filled by appointment of a new Trustee by the majority of the remaining Trustees at a regular or special meeting of the Board of Trustees. Any person appointed or elected to fill the vacancy of a Trustee shall have the same qualifications as were required of the Trustee whose office was vacated.
- (b) Any Trustee may be removed by the vote of two-thirds (2/3) of the members of the Board of Trustees at a regular meeting or a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal shall be filled as stated above.
- (c) Any person appointed or elected to fill a vacancy in the Board of Trustees shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

Section 5.6 – Compensation. No member of the Board of Trustees shall receive any compensation for serving as a Trustee of the Corporation.

Section 5.7 – Meetings. Meetings of the Board of Trustees shall be held at such place or places as the Board of Trustees may designate by resolution from time to time, or, in absence of such designation, at the principal place of the Corporation. An organizational meeting shall be held immediately following the Annual Meeting of Members. Such other meetings may be held as deemed necessary by the President or a majority of the Board of Trustees. A majority of the Board of Trustees then in office shall constitute a quorum for any meeting. However, if less than a majority of the Trustees is present at any meeting, a majority of the Trustees present may adjourn the meeting without further notice. The act of the majority of Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 5.8 – Action Without a Meeting. No meeting need be held by the Board of Trustees to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent, in writing, to such action and such written consent or consents be filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as actions by unanimous vote of the Trustees

Section 5.9 – Liability of Trustees. The Trustees of this Corporation shall not be personally liable for its debts or obligations. Trustees shall be subject to indemnification by the Corporation to the fullest extent provided for by the laws of the Commonwealth of Pennsylvania. The Corporation may purchase insurance to provide for coverage of any liability which may arise pursuant to the rights of indemnification of any Trustee.

ARTICLE VI – OFFICERS

Section 6.1 – Executive Officers. The Executive Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer. The Board of Trustees may elect or appoint such additional officers as it shall deem necessary or desirable, such officers to have the authority and perform the duties prescribed by the Board of Trustees, from time to time. Any two or more offices may be held by the same person except the offices of President and Treasurer.

Section 6.2 – Election and Term of Office. All Executive Officers shall be members of the Board of Trustees. The Executive Officers of the Corporation shall be elected by the Board of Trustees following the Annual Meeting of Members, each to serve for a term of three (3) years. Neither the President or Vice President, upon completion of a full three-year term, shall be eligible for re-election to the same office until the expiration of one (1) year after the completion of said term. The Secretary and Treasurer are to be exempted from one three-year term.

Section 6.3 – Removal of an Officer. Any Officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, the interest of the Corporation would be best served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the Officer removed.

Section 6.4 – Vacancies. Any vacancy in any office whether due to death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term.

Section 6.5 – President. The President shall be the Chief Executive Officer of the Corporation and shall exercise general supervision and control over all activities of the Corporation and such other powers and duties as may be prescribed by the Board of Trustees from time to time. The President shall have the power to execute deeds, bonds, mortgages, other contracts, agreements and instruments of the Corporation, at all times in complying with the provisions of these By-Laws except in such cases where the signing and execution of such instruments has been expressly delegated by the Board of Trustees or by these By-Laws to some other agent or Officer of the Corporation or by law. The President shall perform all other duties generally incident to the office of President, including presiding at all business meetings of the Corporation and the Board of Trustees and Annual Meetings of Members.

Section 6.6 – Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President; and when so acting, shall have the powers of, and be subject to all restrictions upon the President. The Vice President shall perform such additional duties as may be assigned by the President from time to time.

Section 6.7 – Secretary. The Secretary shall

- (a) Keep the minutes of the meetings of members and of the Board of Trustees in one or more books provided for that purpose and shall distribute the minutes of the Annual Meeting.
- (b) See that all notices are duly given in accordance with these By-Laws or as required by law.
- (c) Be custodian of the current corporate records and the seal of the Corporation.
- (d) Keep a membership book containing the names and addresses of all members and Trustees of the Corporation and, with respect to any membership that has been terminated, record that fact together with the date of termination.
- (e) Exhibit these By-Laws, the Articles of Incorporation, the membership book, the Minutes of any meeting and such other records of the Corporation as may be requested to any Trustee of the Corporation, or agent, at all reasonable times and on demand.
- (f) Perform such other duties as may be assigned to the Secretary by the President or the Board of Trustees from time to time.

Section 6.8 – Treasurer. The Treasurer shall

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall keep records of account.
- (b) Receive and give receipts for all money due and payable to the Corporation from any source and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Trustees.

- (c) Plan financial policy, recommend such policies to the Board of Trustees, review the annual budget before submitting it to the Board, arrange for the audit of financial records, invest special funds and endowment upon instruction and consent of the Board of Trustees, and submit a written report to the Annual Meeting.
- (d) Perform all duties generally incidental to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or the Board of Trustees from time to time.

ARTICLE VII – COMMITTEES

Section 7.1 – Committees. The Board of Trustees shall form such committees, including an Executive Committee, it shall determine necessary or appropriate from time to time. The committees shall have such powers and perform such duties as may be prescribed by the Board of Trustees, from time to time,

ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8.1 – Contracts. The Board of Trustees may authorize any Officer or Officers, agent or agents of the Corporation in addition to the Officers authorized by these By-Laws to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the Corporation, by resolution duly adopted. Such authority may be general or confined to specific instances.

Section 8.2 The Board of Trustees, or a Committee appointed for such purpose by the Board of Trustees, may

- (a) accept on behalf of the Corporation any contribution, gift, bequest or devise of any type of property for the general and special charitable purposes of the Corporation on such terms as the Board of Trustees or such committee shall approve;
- (b) hold such funds or property in the name of the Corporation or of such nominee or nominees as the Board or Committee may appoint;
- (c) collect and receive income from such funds or property;
- (d) devote the principal or income from such donations to such benevolent or charitable purposes as the Board or Committee may determine, and;
- (e) enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and, after approval of such agreement by the Board or Committee, devote the principal or income from the donation according to the agreement.

Section 8.3 – Deposits. All funds of the Corporation shall be deposited, from time to time, to the credit of the Corporation at such banks, trust companies or other depositories as the Board of Trustees may select.

Section 8.4 – Checks, Drafts, Orders of Payment. All checks, drafts or orders of payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as the Board of Trustees shall, from time to time by resolution, determine. In the absence of such determination, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

ARTICLE IX

Section 9.1 – Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep Minutes of the meetings of its members, Board of Trustees and Committees and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Corporation may be inspected by any Trustee or member or the agent or attorney of either for any proper purpose at any reasonable time. Non-current records shall, by the direction of the Board of Trustees, be deposited for preservation in the Archives of the Episcopal Church.

Section 9.2 – Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

Section 9.3 – Corporate Seal. The Board of Trustees shall provide a corporate seal.

Section 9.4 – Waiver of Notice. Whenever any notice is required to be given under the laws of the Commonwealth of Pennsylvania or under the provisions of the Articles of Incorporation or the By-Laws of this Corporation, a waiver of such notice, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to giving such notice.

ARTICLE X – AMENDMENTS

Section 10.1 – Power of Members to Amend the By-Laws. The By-Laws of the Corporation may be amended, repealed or added to, or new By-Laws may be adopted by the vote or written consent of a majority of the members entitled to vote at a meeting duly called for such purpose according to the Articles of Incorporation or By-Laws.

Section 10.2 – Power of the Trustees to Amend By-Laws. Subject to the limitations of the Articles of Incorporation, these By-Laws and the laws of the Commonwealth of Pennsylvania concerning corporation action that must be authorized or approved by the members of the Corporation, the By-Laws of this Corporation may be amended, repealed or added to or new By-Laws may be adopted by resolution of the Board of Trustees, subject to majority approval by the Annual Meeting.