

The Mid-Atlantic Chapter of the Society for the Preservation of Old Mills Bylaws

Approved July 30, 2017

ARTICLE I. NAME

Section I.1

This is a non-profit, non-stock, Corporation organized under the laws of the Commonwealth of Pennsylvania and shall be known as *The Mid-Atlantic Chapter of the Society for the Preservation of Old Mills*, hereinafter called the Chapter.

ARTICLE II. PURPOSE

Section II.1

The purpose of the Chapter is to encourage and support the collection of historical, technical and economic information with regard to the early milling industry and to develop and provide this information for educational purposes for the benefit of members and the public, through publications, newsletters, lectures and meetings. The Chapter will host and conduct meetings in support of The Society for the Preservation of Old Mills and other national and local Mill Societies in the states of Delaware, Maryland, Pennsylvania, Virginia and the District of Columbia.

ARTICLE III. MEMBERSHIP and DUES

Section III.1

Any individual or organization interested in supporting the purpose of the Chapter may become a member by filing an application, in such form as the Board of Directors shall prescribe, and by paying in advance annual dues imposed by the Board of Directors.

ARTICLE IV. MEETINGS

Section IV.1

The time and place of regular meetings of either Board of Directors or the General Membership shall be as determined by the Board of Directors.

Section IV.2

Special meetings of the Board of Directors shall be called upon written request of at least three members of the Board. Special meetings of the General Membership shall be called upon written request of at least twenty (20) percent of the membership.

Section IV.3

A quorum of the Board of Directors' meeting shall be five (5) Officers and/or Directors. A quorum for a General Membership meeting shall be fifteen (15) percent of the full membership.

Section IV.4

All meetings of the General Membership shall be announced in the Chapter's newsletter, with at least thirty (30) days advance notice.

ARTICLE V. OFFICERS and BOARD OF DIRECTORS

Section V.1

The officers of the Chapter shall consist of President, Vice President, Secretary and Treasurer and shall be elected by and from the membership.

Section V.2

Officers and Directors at Large shall be elected for a period of two (2) years. The President, Vice President and two (2) Directors at large shall be elected in the even years and the Secretary, Treasurer and two (2) Directors shall be elected in the odd years at a meeting of the members. Officers and Directors shall be elected by a majority of the members present. The time and place of the meeting shall be determined by the Board of Directors and members shall be notified at least thirty (30) days in advance. The elected officials' terms shall begin on the 1st of January following the election.

Section V.3

The Board of Directors shall consist of the four (4) officers, four (4) Directors at Large, and the Past President.

Section V.4

Each member shall be entitled to one vote for each elective office. If an individual serves in more than one office they will be entitled to only one vote.

Section V.5

The President shall be the principal executive officer of the Chapter and shall preside at all meetings. In the absence of the President, the Vice President shall preside. In the absence of the President and the Vice President, a temporary chairperson shall be chosen by the Board of Directors.

Section V.6

The Secretary, together with the President or Vice President shall execute such legal papers and documents as authorized by the Board of Directors. The President or a member appointed by the President shall be responsible for maintenance of the current membership list. The Secretary or a member appointed by the President shall record the minutes of all meetings.

Section V.7

The Treasurer shall be responsible for receiving of dues, payment of bills, and proper accounting of all income and expenditures, subject to possible audit as determined by the Board of Directors. The Board of Directors may require the Treasurer be bonded.

Section V.8

Elected officers of the Chapter may be removed from office for failure to perform their duties in accordance with the bylaws of this Chapter or as directed by the Board of

Directors. This determination shall be made at a Board meeting and shall require a two-thirds (2/3) majority vote.

Section V.9

In the event a person cannot or will not fulfill the duties of the office the Board of Directors, upon a majority vote, can appoint a replacement for the balance of the term.

Section V.10

The Directors and Officers of the Chapter shall not receive compensation for their services but may be reimbursed for expenses incurred in carrying out the purposes of the Chapter.

Section V.11

To the full extent authorized under the laws of the Commonwealth of Pennsylvania, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

ARTICLE VI. COMMITTEES

Section VI.1

Upon authorization by the Board of Directors, the President shall appoint individuals or establish committees to carry out functions deemed necessary to the operation of the Chapter. The duties, powers and functions of each committee shall be approved by the Board of Directors. Committee chairpersons may be appointed to serve as ex-officio members of the Board.

Section VI.2

Committees may not enter into any contract or incur any indebtedness or financial obligation of any kind except as approved by the Board of Directors.

ARTICLE VII. PUBLICATIONS

Section VII.1

The Chapter will publish a newsletter to inform members of events, notices, articles related to milling subjects and to advise on a Symposium status. The newsletter shall be published at least bi-annually in Spring and Fall of each year.

ARTICLE VIII. AMENDMENTS TO BYLAWS

Section VIII.1

These Bylaws may be repealed or amended and new Bylaws adopted by a majority vote of the general membership.

Section VIII.2

Any member in good standing may submit proposals for amendments to the Bylaws. Proposals must be submitted in writing to the Board of Directors. Upon approval by the majority of the members of the Board of Directors, proposed amendments shall be acted upon by the general membership. Each member of the Chapter must be notified, in writing, of the proposed amendments and provided a ballot at least thirty (30) days in advance of the vote on the proposals. Proposed amendments to the Bylaws shall be adopted when approved by a two-thirds majority of the members responding.

Section VIII.3

No amendment may be adopted which would in any way affect the Chapter's qualification for tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE IX. DISSOLUTION

Section IX.1

The Chapter may be dissolved at any time by a two-thirds (2/3) majority of the vote of the members responding, providing notice of such action was communicated to all members, in writing, at least thirty (30) days prior to such vote.

Section IX.2

Upon dissolution of this corporation assets shall be distributed to the Society for the Preservation of Old Mills.

THIS IS TO CERTIFY that the above Bylaws of The Mid-Atlantic Chapter of the Society for the Preservation of Old Mills were duly adopted by the Board of Directors and membership, effective as of 2017.

This, the 30th day of July 2017.

_____/ **President**

_____/ **Vice President**

_____/ **Secretary**