

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 during the month of November, whenever possible, on a date to be determined by the President..

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: Fifteen 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 Vice President or the Executive 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, board members shall be elected at annual meetings of the Society for a term of two years and until their respective successors are elected and qualify. Terms of office shall commence on January 1 following election. There is no limit on the number of terms a board member may serve.

Section 2: Any board member who has failed during each year of his/her term to attend the Winter Board Meeting, as specified in Section 5 below, shall not be eligible for re-election, unless he/she has submitted to the President a request to be excused from the required meeting, and such request has been granted by the President. At his/her discretion, the President may waive the re-election eligibility requirement in cases of extraordinary merit.

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 two regular meetings of the Board shall be held each calendar year at such times as the Board or the President shall fix. One of these meetings, customarily designated the Winter Board Meeting, is required to be held no later than two months prior to the Society's annual meeting. Other 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. At the option of the President, board meetings may be conducted remotely by electronic or other means.

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 Vice President or the Executive Vice President 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 Vice 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 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 preferably be a member of the Board, but at least one active member of each committee must be a board member to serve as a liaison with 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. A detailed conflict of interest policy shall be developed by the Board and provided to its members.

ARTICLE V Officers

Section 1: The officers of the Society shall consist of a President, a Vice President, an Executive Vice-President, 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. After having served for a full term of two years, the President may be re-elected for no more than two immediately succeeding two-year terms. 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. Terms of office shall commence on January 1 following election. 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.

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 Vice President and the Executive Vice President shall have duties from time to time delegated to him/her by the President or assigned by the Board. In the prolonged absence or disability of the President, the Vice-President shall perform the duties and possess and exercise the powers of the President. The Vice President as a condition of office shall commit to succeeding the President upon the latter's departure from office.

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 financial records of the Society shall be reviewed annually by a certified public accountant in accordance with Generally Accepted Accounting Principles, 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 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; (b) a petition which states the name by which the chapter will be known, describes the chapter's geographical boundaries, and bears the signatures of at least twenty-five current national members of the Society who pledge to become members of the new chapter; and (c) proof of general liability insurance as specified in Section 3, paragraph I below. 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 in paragraphs E, F, H, and I 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 principal officers of each chapter (i.e. the president, vice president, secretary, and treasurer) must be current national members of the Society to meet requirements for insurance liability coverage.
- D. For legal and tax purposes, chapters are considered branches or units of the national Society and may not separately incorporate.
- E. 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 encouraged – but not required – to be national members of the Society.
- F. 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, to meet IRS reporting requirements, 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 major categories of income, major categories of expense, and 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.
- G To meet the Society's auditing and IRS requirements, each chapter is encouraged to retain all financial records, including bank statements, deposit slips, cancelled checks (if its bank returns them), and documentation for income categories (copies of checks received, and paid invoices for expenses). The records should be retained for a period of six years.
- H. 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.
- 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. Proof of current insurance must be submitted annually.
- J. Each chapter must hold an annual meeting.
- K. Chapter membership must be open to the public, except for the Alumni Association of the Victorian Society Summer Schools.
- L. Chapters may not authorize the use of the Victorian Society in America's name for any commercial purpose without the prior written approval of the Society's Board.
- M. Any change in a chapter's bylaws or name must be approved in advance by the Society's Board.
- N. 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 or has failed to meet the requirements of these Bylaws.
- O. 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, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of the remaining assets of the Society exclusively for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Federal Tax Code) or shall distribute the same to the Federal Government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Superior Court of the State of New Jersey in the judicial district where the principal office of the Society is then located (or by order of a court within the jurisdiction of another state if the Society's principal office is relocated elsewhere) exclusively for such purpose or to such organizations organized and operated exclusively for such purposes as said court shall determine.

ARTICLE XIII
Amendments

Amendments to these Bylaws may be considered at any meeting of the Board or the Society's membership and may be adopted by vote of no less than two-thirds of the members present. The text of the proposed amendment(s) shall be included with the required notice of the meeting at which the amendment(s) are to be considered.

Revised: March 6, 1999; May 7, 2002; October 27, 2006; March 3, 2007;
February 28, 2009; May 12, 2009; October 22, 2010; February 25, 2012;
May 15, 2012; February 21, 2015; May 18, 2018; November 6, 2019;
May 13, 2020; February 26, 2022.