

# Minnesota Chapter of the Society of Architectural Historians

## **ARTICLE I: NAME**

*Section 1.* The name of the organization shall be the MINNESOTA CHAPTER OF THE SOCIETY OF ARCHITECTURAL HISTORIANS.

## **ARTICLE II: AFFILIATION**

*Section 1.* The Minnesota Chapter, herein called the Chapter, is a local chapter of the Society of Architectural Historians, 1365 North Astor Street, Chicago, Illinois 60610-2144, and is subject to the rules, regulations and bylaws of the Society of Architectural Historians.

## **ARTICLE III: PURPOSE**

The purpose of the Chapter shall be:

*Section 1.* To broaden awareness and appreciation of our architectural heritage.

*Section 2.* To promote research and provide a forum for the exchange of ideas related to architectural history.

*Section 3.* To offer opportunities to personally experience significant architectural sites, structures and landscapes.

*Section 4.* To promote the preservation and recording of important architecture.

*Section 5.* To cooperate with learned and professional societies in the pursuit of common objectives.

*Section 6.* To seek and accept financial support from individuals, philanthropic organizations, and foundations in the furtherance of Chapter objectives and to act as agent for the safekeeping and distribution of funds given to it for these purposes.

## **ARTICLE IV: MEMBERSHIP**

*Section 1.* Membership in the Chapter shall be open to any individual, organization, corporation or other entity that pays dues. Memberships shall be for one year. The Board or Directors shall determine dues, time and method of collection.

*Section 2.* An Annual Membership Meeting shall be held prior to April 1 of each year, with time and place of meeting set by the Board of Directors. The Annual Membership Meeting shall be announced to the membership at least 14 days prior to the meeting by mail or other carrier, as the Board of Directors shall direct. Those Chapter Members present at the Annual Membership Meeting shall constitute a quorum.

*Section 3.* At the Annual Membership Meeting, Chapter Members shall elect the Board of Directors and Officers as described in Article V, Section I, and Article VI, Section 1. Proposed changes to the bylaws shall be announced to the membership at least 14 days prior to the meeting by mail or other carrier, as the Board of Directors shall direct. The Chapter Members shall approve and changes to the bylaws by a majority of those in attendance at the Annual Membership Meeting.

## **ARTICLE V: BOARD OF DIRECTORS**

*Section 1.* The business of the Chapter shall be managed by the Board of Directors. The Board of Directors shall be composed of the officers of the Chapter and additional Board Members for a total of not less than seven (7) nor more than fifteen (15) Board Members to be elected by a majority of the Chapter Members voting at the Annual Membership Meeting. Effort shall be made to elect to the Board persons from disciplines closely related to the objectives of the organization, i.e. architecture and related arts, architectural history, landscape history, and nonprofit organizations. Board Members shall serve a term of two (2) years. Effort shall be made to stagger the terms of the members of the Board of Directors. Terms are renewable for a total of five (5) consecutive terms for a maximum total of ten (10) years. Each Board Member shall be a dues-paying member of the Chapter.

*Section 2.* Meetings of the Board of Directors shall be scheduled on a regular basis, but not less than four (4) times a year. A written notice of each meeting with the agenda and the minutes of the previous meeting shall be distributed to each Board Member not less than one (1) week prior to the meeting.

*Section 3.* All meetings of the Board of Directors shall be open to all Chapter Members, who may participate in discussion but may not vote on any matter that comes before the Board. Chapter Members may bring matters before the Board of Directors at any meeting without previous notice and without restriction as to subject, provided that the Board of Directors is not compelled to act on matters thus raised.

*Section 4.* A quorum for the transaction of business at any meeting of the Board shall be a majority of the members of the Board.

*Section 5.* Resignations from the Board must be in writing and received by the Secretary. A Board Member shall be removed for excess absences from the Board if he/she has two (2) unexcused absences from the Board meetings in a year. A Board Member may be removed for other reasons by a three-fourths (3/4) vote of the remaining Board Members.

*Section 6.* Vacancies on the Board of Directors may be filled between Annual Membership Meetings by majority vote of Board Members at any time. Notice of the election to fill a vacancy must be included on the agenda mailed in advance to Board Members.

*Section 7.* The Board shall present or cause to be presented an annual report of activities and a statement of financial condition of the Chapter at the Annual Membership Meeting.

*Section 8.* No compensation shall be paid to Board Members for services on the Board or for professional services to the Board other than reasonable expenses.

#### **ARTICLE V: OFFICERS**

*Section 1.* The officers of the Chapter shall be President, Vice President, Secretary, and Treasurer, each elected for a term of one year to hold office until successors are elected.

*Section 2.* The duties of the President include presiding at all meetings of the Chapter Members, Board of Directors, and Executive Committee (Article VII, Section 1); preparing agendas for all meetings; and executing all contracts, agreements, and other documents required to conduct the business of the Chapter. The President shall designate from within Board Members, persons to fill the following positions of responsibility: Preservation Chair, Membership Chair, and Communications Chair.

*Section 3* The duties of the Vice President shall include all duties of the President in his/her absence or inability to perform the duties of office. The President may delegate additional responsibilities to the Vice President. The Vice President shall serve as the President Elect of the Chapter.

*Section 4* The Secretary shall be responsible for keeping minutes of all meetings, and maintaining all records and papers of the Chapter.

*Section 5* The Treasurer shall have custody of all money of the Chapter and be responsible for signing checks, maintaining accounts, and reporting to the Board of Directors and the Chapter Members as required by the bylaws or upon request, the financial condition of the Chapter. All disbursement of funds must be in accord with policies established by the Board.

#### **ARTICLE VII: BOARD COMMITTEES**

*Section 1* The Executive Committee, chaired by the President, shall consist of all Officers for the organization. The Executive Committee shall have responsibility for the general supervision of the affairs of the organization between the meetings of the Board of Directors. In emergency situations, the Executive Committee may make decisions for the Board. Any action taken by the Executive Committee shall be communicated to the Board at its next meeting.

*Section 2* The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall, in consultation with the Board of Directors, oversee the preparation of the Annual Budget. The Board must approve expenditures not covered by the Annual Budget.

*Section 3*

The Nominating Committee, appointed by the President and chaired by a person so designated by the President shall consist of at least three (3) or more additional members chosen from the Board of Directors, Past-President, and general membership. The President shall serve as an Advisor to the Nominating Committee. The members of the Nominating Committee shall be announced in the last quarter newsletter with a request for input from Chapter Members. The Nominating Committee shall strive to fulfill the requirements of the bylaws (Article V, Section 1). The Nominating Committee shall prepare and submit a single slate of candidates for Officers and other Board Members with a brief vitae of each to the Chapter Members at least fourteen (14) days prior to the Annual Membership Meeting. For purposes of this section the fourteen days' notice shall be deemed met by depositing notices with the U.S. Postal Service or other carrier by the fourteenth day before the meeting.

*Section 4*

Other Board Committees may be established by the President, with the approval of the Board. Chairs of Board Committees shall be Board Members.