

By-Laws

American Historical Print Collectors Society, Inc.

Revised May 20, 2023

ARTICLE I

Organization

Section 1. The Name of this organization shall be American Historical Print Collectors Society, Inc.

Section 2. The organization shall have a seal which shall be in the following form:

ARTICLE II

Purposes and Objectives

Section 1. The objectives of this Society are exclusively educational, cultural, historic and charitable on a non-profit, non-stock basis to further the appreciation of the graphic arts via one or more of the following:

- a) To encourage the collection, preservation, study and exhibition of prints depicting or reflecting North American history and culture, made either in America or elsewhere.
- b) To encourage and support research and the development of publications, including electronic and/or online resources, helpful to the appreciation and conservation of said historical prints, including the publication and dissemination of educational materials.
- c) To cooperate with historical organizations, museums and other institutions and organizations having similar interests in historical American prints, and;
- d) To facilitate interaction among members, and provide them with access to collections and sources of information, the Society will offer periodic programs, including visits to museums and private collections, lectures, and discussion groups at various locations throughout North America, by fostering the formation of regional meetings. To assist in the formation of such meetings, the Society may provide financial assistance to promote them, by mutual agreement with the local organizer.

ARTICLE III

Membership and Dues

Section 1. Membership in the Society shall be open to any person or organization approved by the Board of Directors and interested in the Society's objectives, as defined in Article II of these ByLaws. Applications for membership shall be made in writing, or transmitted electronically, and must be accompanied by the required fee.

Section 2. The society shall have the following classes of membership:

- a) Active members: Open to all interested persons or representatives of interested organizations who signify their commitment to the objectives of this Society and apply for membership.
- b) Dealer members: Open to persons or organizations involved in the sale of historic prints as defined by these By-Laws.
- c) Institutional members: Open to organizations involved in the collection, scholarship, preservation, and/or conservation of historic prints.
- d) In addition, the Society may establish other membership categories such as associate, honorary, emeritus, and sustaining members, as may be deemed necessary and under such terms and conditions as may be established by the Board of Directors.

Section 3. Annual dues shall be established by the Board of Directors. Said dues shall be paid on a date or dates set by the Directors. If dues are not paid within sixty (60) days thereafter, a notice shall be sent; if not paid within ninety (90) days membership shall automatically expire subject to reinstatement in payment of dues.

ARTICLE IV

Meetings

Section 1. There shall be an annual meeting of the members of the Society at a time and place determined by the Board of Directors. The President or meeting organizer shall send via mail, or transmit electronically a notice of the time and place of such a meeting to every member in good standing. Such notice shall be sent or transmitted at least thirty (30) days preceding such meeting.

Section 2. Special meetings of this Society may be called by the President or Board of Directors as deemed in the Society's best interest. Notices of such special meetings shall be mailed or transmitted electronically to all members in good standing at least thirty (30) days before scheduled dates of the meetings. Said notices shall state the reasons that such meetings have been called and the business to be transacted at said meetings.

Section 3. Those members present and voting at an annual meeting shall constitute a quorum.

ARTICLE V

Voting

Section 1. Each member shall be entitled to vote on each matter submitted to a vote of the membership. Proxies shall not be allowed. At any regular or special meeting, voting shall be by

voice vote unless required to be written ballot by majority vote of those members at said meeting.

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ARTICLE VI

Board of Directors

Section 1. The business affairs, policies and management of this Society shall be vested in the Board of Directors consisting of twelve (12) to eighteen (18) members including the Immediate Past President, the Chair of Publications, the Chair of Regional Activities, the Membership Chair, the Website Chair, and the Editors of Newsletter and Imprint. Committee chairpersons shall be selected by the President, subject to the approval by the Board of Directors, and may come from the Board, or at-large membership and shall have voting rights. Committee chairpersons shall serve indefinitely, until replaced by the President. In no event shall any member have more than one vote. Board Directors shall be elected for terms of three (3) years each. Each Director shall be eligible to serve no more than two (2) consecutive terms of three (3) years each, unless at the ends of those terms he/she is serving as an officer, committee chairperson, or editor of Imprint or Newsletter. Any director retiring from the Board after two (2) three year terms may be re-elected after a one year interim.

Section 2. Regular meetings of the Board of Directors shall be held at such times as the Board, in its discretion, may determine. Special meetings of the Board may be called by the President, or by written request of the Secretary of the Society by three (3) members of the Board. Seven (7) members of the Board of Directors shall constitute a quorum for the purpose of a Board meeting. Notices of Board meetings shall be in writing and shall be mailed or transmitted electronically by the Secretary to each Director at least fourteen (14) days prior to said meeting. Attendance to Board Meetings may be in person, or via electronic means. The Secretary shall keep accurate minutes of all Board meetings. Each Director shall have one vote, either in person, or via electronic means, and such vote may not be by proxy.

Section 3. The Board of Directors may make such rules and regulations concerning its meetings as may, in its discretion, be determined as necessary, provided the same do not conflict with these By-Laws.

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Section 4. Vacancies in the Board of Directors shall be filled for the balance of the term by a vote of the majority remaining members of the Board present at a meeting called for such purpose, provided the notice of said meeting specifies such vacancy will be filled at said meeting. Such voting may also be electronically transmitted.

Section 5. A director may be removed at any time for cause, and may be represented by counsel at any removal hearing. The Board of Directors shall adopt such rules as it may, in its discretion, consider necessary for the best interests of the Society for such a hearing.

Section 6. The Board of Directors shall establish an Executive Committee to implement details of the general policies determined by the Board. The Executive committee shall consist of the officers of the society plus the immediate past President.

ARTICLE VII

Officers

Section 1. The Officers of the Society shall be elected along with new Board members at the annual meeting. Said officers shall be as follows: a) President; b) First Vice President; c) Second Vice President; d) Secretary; e) Treasurer. All such officers shall be elected for one-year terms. However, the President and First and Second Vice Presidents may be re-elected to serve a maximum of two additional one-year terms. The Secretary and Treasurer may be re-elected to serve indefinitely at the pleasure of the Directors.

Section 2. The President shall preside at all membership and Board meetings and shall be Chair of the Board of Directors. The President shall present at each annual meeting of the Society its annual report and see that books, reports, and certificates, as required by law, are properly kept or filed. The President shall have such powers as may be reasonably construed as belonging to the chief executive of this organization.

Section 3. The First Vice President or, in his/her absence or inability to act, the Second Vice President, shall, in the event of the absence or inability of the President to exercise his/her office, become the acting president of the organization with all the rights, privileges and powers of the President. In addition the First and Second Vice Presidents shall perform such other functions as the President or the Board of Directors may properly delegate.

Section 4. The Secretary shall keep the minutes of all membership and Board meetings and records of the organization in appropriate books. The Secretary shall give and serve all notices to members and Directors of this organization as is provided herein and shall maintain an accurate record of members of the corporation in good standing. The Secretary shall also be the official custodian of the records and seal of the organization and shall exercise all duties incident to the office of Secretary. An Assistant Secretary also can be appointed or elected to assume such duties as the Secretary may delegate and to perform all of the Secretary's duties in the event of the Secretary's absence or inability to function.

Section 5. The Treasurer shall keep correct and complete records of accounts and have care and custody of all monies and securities of the corporation. At intervals of not more than twelve (12) months, the Treasurer shall prepare a balance sheet showing the financial condition of this Society as of a date not more than four (4) months prior thereto and a statement of receipts and disbursements for the twelve (12) months preceding said date. Said balance sheet and statement shall be deposited with the Secretary and retained.

Subject to restrictions of Article XII, the Treasurer shall disburse monies by check, or electronically transmitted, as directed by the Board on motion duly passed and recorded by the Secretary, signed by himself/herself and/or such authority as the Board of Directors may designate. The Board may authorize expenditures to a designated dollar amount without their

prior approval provided such authorization is recorded in the minutes of this corporation. In addition:

- a) The treasurer shall produce financial records whenever required to do so by the Board of Directors, and;
- b) The Treasurer shall deposit all funds of the corporation in the name of the corporation in such banks or mutual funds as shall, from time to time, be approved by the Board. If required by the Board of Directors, the Treasurer shall furnish bond as security for the faithful performance of the duties of the office, the costs of the same to be paid for by the corporation.
- c) The Treasurer shall also file any documents required by the State in which the Corporation currently exists. Currently the Corporation is in the State of New York, specifically Farmingdale, New York.

An Assistant Treasurer can also be appointed or elected to aid the Treasurer and, in the event of the Treasurer's absence or inability to function, to perform all duties of the Treasurer.

Section 6. All Officers shall perform such other additional duties as may from time to time, be prescribed by the Board of Directors.

ARTICLE VIII

Indemnification of Directors and Officers

Section 1. In order to induce Officers and Directors of the Corporation to continue to serve as such, and to induce others to serve as Officers and/or Directors, and in consideration of such service, the corporation, shall indemnify and hold harmless each Director now or hereafter serving the corporation, and each officer now and hereafter serving the corporation, from and against any and all claims and liabilities to which a Director or Officer may be or become subject by reason of now or hereafter being or having heretofore been a Director and/or Officer of the corporation and/ or by reason of alleged acts or omissions as a Director and/or Officer as aforesaid, and shall reimburse each Director and each Officer of the corporation for all legal and other expenses incurred in defending against any claim or liability in relations to matters as to which he/she shall be adjudged to have been derelict in the performance of duties as Officer or Director. The foregoing rights of Directors and Officers shall not be exclusive of other rights to which they may be lawfully entitled.

The Board of Directors shall be responsible for the purchase of insurance for the indemnification of officers and Board Members from any claimants.

ARTICLE IX

Committees

Section 1. The President shall appoint the following standing Committees and their Chairs subject to approval by the Board of Directors:

- a) Budget-Finance Committee, consisting of three members with the Treasurer to be its Chair, with the following duties:

- (1) To recommend an income and expense budget for Board approval prior to each fiscal year; the Society's fiscal year shall be January 1 to December 31.
- (2) To review all proposed major new expenses before consideration by the Board.
- (3) To supervise and review the investments of the Society's assets annually.
- (4) To review and certify as correct the Treasurer's annual report.
- (5) To determine investment holdings for the endowment funds.

Any changes in investments valued at over ten thousand dollars (\$10,000.00) shall require approval by the Budget-Finance Committee, and such changes must be reported to the Board.

- b) Publications Committee, with the following duties:

- (1) To supervise all publications of the Society, including film, and recordings, and electronic materials, and any participation by the Society in other publications.
- (2) To make recommendations to the Board concerning these matters and also the rules and procedures governing the awards for outstanding publications.

- c) Regional Activities Committee, with the following duties:

- (1) To conduct museum visits, seminars, and print-making and print conservation workshops throughout each year.
- (2) To increase each member's knowledge and appreciation of his or her own collection.

- d) Nominating Committee, with the following duties:

- (1) To report to the President forty-five (45) days prior to the Annual Meeting on a proposed slate of Officers and Directors for the coming year.
- (2) At the time of the annual meeting a report of those proposed shall be made by the Nominating Committee or the President to the members assembled, and those individuals proposed shall be deemed nominated for election. Additional nominations may be made from the floor at the annual meeting only if seconded by two members in attendance.

The Nominating Committee's report shall be communicated to all attending members at the annual meeting.

e) Membership committee, with the following duties:

- (1) To maintain membership records.
- (2) To produce a membership directory.
- (3) To supply membership information.
- (4) To promote membership growth.

f) Website Committee, with the following duties:

- (1) To monitor website performance in advancing the Society's goals, and to provide regular reports to the Board.
- (2) To develop initiatives to improve this performance, recommend them to the Board, and oversee their execution.

Section 2. The President, subject to approval of the Board of Directors, shall appoint other committees or sub-committees as is deemed in the best interests of this Society.

ARTICLE X

Rules of Order

Section 1. The rules contained in Roberts' Rules of Order shall govern in all cases to which they are applicable and not inconsistent with the By-Laws or rules of this corporation.

ARTICLE XI

Dissolution

Section 1. Upon dissolution of this corporation its assets shall be distributed to a like or similar organization as may be selected by the Board of Directors, provided said organization is exempt under Section 501c(3) of the Internal Revenue Code, or its successor section, if any.

ARTICLE XII

Assets and Management

The assets of the Society shall be divided for purposes of organization and accounting into an Operating Fund and an Endowment Funds. The Operating Fund shall be used to defray the Society's current running expenses and shall be dispensed by the Treasurer in accordance with an annual budget adopted by the Board of Directors preceding the beginning of each fiscal year.

It shall be funded through the collection of membership dues of all classes, basic and contributory; from sales; and from miscellaneous sources. The Endowment Funds shall consist of all other assets including fixed assets, if any.

The Endowment Funds shall be considered investment funds, the income only being used as needed for the Society's expenditures as approved by the Board. To this end, investments of the Funds shall be made in a prudent and conservative manner by the Treasurer following approval by the Finance Committee.

Disbursements of any part of the principal of the Endowment Funds shall be only of an exceptional nature and shall require the approval of 2/3 of the entire Board, any absent members voting by mail ballot or electronically.

Funds restricted by their Donor of a specific purpose may be accepted and so used by the Society only upon approval of the Board of Directors. Donor Restricted Funds shall be segregated and their dispersal regulated by the governing stipulation subject to which they were accepted.

ARTICLE XIII

Amendments

Section 1. These By-Laws may be amended at any meeting of the membership provided that copies of the amendments shall be sent with a notice of the meeting to the members as prescribed in Article IV, Sections 1 and 2. A vote of two-thirds of the members present shall be required for adoption.

Previous revision: AHPCS By-Laws approved by Board of Directors, November 6, 1997 and adopted by members at the Annual Business Meeting, New York, NY, April 25, 1998.

Previous revision: AHPCS By-Laws approved by Board of Directors in NYC, November 3, 2007, and adopted by members at the Annual Business Meeting, St. Louis, MO, May 3, 2008.

Previous revision: AHPCS By-Laws approved by the Board electronically in March, 2019, and adopted by members at the Annual Business Meeting in Providence, RI, May 8, 2019.

Current revision: AHPCS By-Laws approved the Board of Directors in NYC, October 30, 2022, and adopted by members at the Annual Business Meeting in Philadelphia, PA, May 20, 2023.