

# **DELAWARE VALLEY ARCHIVISTS GROUP**

## **Bylaws (amended effective 16 June 2006)**

### ARTICLE I

#### *Name*

##### Section 1.1 – Name

The name of this Corporation is Delaware Valley Archivists Group (“DVAG”).

### ARTICLE II

#### *Purposes*

##### Section 2.1 - Purposes

The purposes of DVAG shall be to promote the exchange of ideas among archivists, to encourage excellence in archival work, to provide continuing education opportunities for archivists, and to facilitate the professional work of archivists.

In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for tax exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

DVAG is established exclusively for activities and purposes allowable under the Pennsylvania Nonprofit Corporations Law of Pennsylvania.

### ARTICLE III

#### *Members*

##### Section 3.1 - Members

DVAG shall have Members who are entitled to vote, as specified in these Bylaws, and who shall have all other rights of a Member as set forth herein.

##### Section 3.2 – Location

The Delaware Valley is composed of portions of the States of Delaware, New Jersey, and the Commonwealth of Pennsylvania.

##### Section 3.3 – Membership Qualifications

Membership in Delaware Valley Archivists Group shall be limited to:

1. Persons with an interest in archival work;
2. Persons who pay yearly membership dues.

### Section 3.4 – Membership Dues

The annual dues of Members shall be decided by a majority vote of a quorum of the Planning Committee.

### Section 3.5 – Membership Voting Right

Members will elect the Vice-Chair, Secretary, Treasurer, and Membership Coordinator by majority vote of members returning official election ballots in elections held at the expiration of the terms of these positions. Vice-Chair shall be elected annually. Membership Coordinator shall be elected in even years and Treasurer and Secretary shall be elected in odd years.

In the case of a vacancy in the position of Secretary, Treasurer, or Membership Coordinator, the Planning Committee may appoint a DVAG member to serve in an acting capacity until a new election is held for that position.

In the case of a vacancy in the Chair position, the Vice-Chair will assume the position of Chair and a special election will be held to elect a new Vice-Chair. In the case of a vacancy in both the positions of Chair and Vice-Chair, a special election will be held and the candidate receiving the largest number of votes will become Chair and the candidate receiving the second largest number of votes will become Vice-Chair.

### Section 3.6 – Expulsion from Membership

Any Member may be expelled from membership by a two-thirds majority vote of the Planning Committee, provided that written notice of the intention to expel and reasons for expulsion have been provided to the Member at least ten (10) days in advance of the meeting of the Planning Committee where the action is taken. No Member shall be expelled without having the opportunity to be heard at such meeting. No formal hearing procedure need be followed by the Planning Committee when it considers the expulsion of a Member, except that the Member shall have the right to demand an evidentiary hearing before the Planning Committee. At such an evidentiary hearing, the proponents of expulsion shall have the right to present evidence in response. The proponents of expulsion and the member shall each have the right to present and cross-examine witnesses, and to offer argument in support of their positions.

### Section 3.7 – Good Standing, Termination and Reinstatement of Members

A member is in "good standing" in a given year (1 January-31 December) if that person has paid his dues to DVAG. Members from the prior year are "in arrears" for the current year if their dues are not paid by 15 March. Members in arrears will receive notice of their status in the form of a final membership renewal notice delivered as soon as practicable after 15 March. Members in arrears who have not paid current year dues by June 1 will no longer be considered members. Past members may rejoin DVAG at any time by paying membership dues for the current year.

ARTICLE IV  
*Meetings*

Section 4.1 - Regular Membership Meetings

- A. DVAG shall hold four Regular Membership Meetings each year.
- B. Meetings shall be held at various locations, arranged by the Vice-Chair and hosted at the parent institutions of Members.

Section 4.2 - Special Membership Meetings

Special Membership Meetings of DVAG may be called by the Planning Committee, upon one week of notice to the Members. The notice of a Special Membership Meeting shall specify the general nature of the business to be transacted at the meeting.

Section 4.3 - Quorum for Regular and Special Meetings

No quorum is necessary for Regular or Special Membership Meetings.

Acts taken at a Regular or Special Membership Meeting shall constitute acts of the Members.

ARTICLE V  
*Planning Committee*

Section 5.1 - Planning Committee

The governing body of DVAG shall be the Planning Committee. The Planning Committee shall have all powers and duties for the conduct and management of the business and affairs of DVAG except as otherwise required by law, these Bylaws, or a resolution duly adopted by the Planning Committee.

Section 5.2 - Qualifications of the Planning Committee

Each Member of the Planning Committee shall be a Member of DVAG.

Section 5.3 - Composition of the Planning Committee

- A. The Planning Committee shall be composed of:
  - 1. The Chair of the Planning Committee,
  - 2. The Vice-Chair of the Planning Committee,
  - 3. The Secretary,
  - 4. The Treasurer,
  - 5. The Membership Coordinator,
  - 6. The Newsletter Editor,
  - 7. The Immediate Past Chair,

8. The Web Coordinator
9. One to three at-large members.

#### Section 5.4 - Chair of the Planning Committee: Election, Term of Office and Duties

A. The Chair of the Planning Committee shall enter this position after serving as an elected Vice-Chair for a one-year term. The Chair cannot serve consecutive terms, but may be re-elected to the Vice-Chair position if the term does not immediately follow the term as Chair.

B. The Chair of the Planning Committee shall be the chief executive officer of DVAG. The Chair shall preside at meetings of the Planning Committee, appoint (with the advice and consent of the Planning Committee) members and chairs of the committees, and represent or appoint others to represent DVAG at ceremonial and other official occasions. As a matter of practice the duties of the chief executive officer of DVAG shall include hearing complaints of Members concerning affairs of DVAG and arbitrating when necessary.

C. Prepares and distributes agendas of meetings. Oversees discussion of issues and establishment of policies relating to DVAG with DVAG officers and committees; elicits input from DVAG membership; approves minutes of the meeting prior to distribution; reports on meetings to the general DVAG membership.

D. Prepares column for each issue of The Archival Arranger; proofs each issue of the Archival Arranger; may work with the editor to reproduce and distribute copies of each issue to DVAG membership. Maintains records of DVAG during tenure and turns them over to the incoming chair or archives (as appropriate) at end of term.

#### Section 5.5 - Vice-Chair of the Planning Committee: Election, Term of Office, and Duties

A. The Vice-Chair of the Planning Committee shall be elected by majority vote of the general membership for a one-year term in the election held at the expiration of the term of this position. The Vice-Chair becomes Chair at the end of their term of office. The Vice-Chair cannot serve consecutive terms, but may be re-elected to the Vice-Chair position if the term does not immediately follow the term as Chair.

B. The Vice-Chair shall serve as Chair if the Chair is unable to perform the duties of the office, until such time as the Chair either returns to duty or is replaced. The Vice-Chair may represent the Chair on such occasions as the Chair designates.

C. Heads Program Committee: responsible for scheduling DVAG meetings, and working with host institution to ensure proper advanced publicity. Participates in the production of the Archival Arranger, including write-ups of DVAG meetings.

#### Section 5.6 - Treasurer: Election, Term of Office, and Duties

A. The Treasurer shall be elected by majority vote in the election held at the expiration of the term of this position. The term of office shall be two years and shall be renewable through the same process for one additional consecutive term.

B. The Treasurer shall review and keep the financial records of DVAG, shall prepare and file any forms required by state or national government on behalf of DVAG, and shall report to the Planning Committee on these matters.

C. Responsible for managing DVAG finances and bank account. Prepares treasurer's report for each Planning Committee meeting and an annual accounting at the end of the calendar year. Prepares budgets; assists Planning Committee Members and DVAG members with financial aspects of DVAG projects and programs. Maintains file of all financial records and turns them over to the incoming treasurer or archives (as appropriate) at end of term.

#### Section 5.7 - Secretary: Election, Term of Office, Duties, and Voting Rights

A. The Secretary shall be elected by majority vote of the general membership in the election held at the expiration of the term of this position. The term of office shall be two years and shall be renewable through the same process for one additional consecutive term.

B. Responsible for recording minutes during the four regular DVAG Planning Committee meetings and any additional called meetings. Transcribes notes, distributes draft minutes in a timely manner for comments and corrections, incorporates any needed changes, and provides a final copy of minutes to all Planning Committee members at the next meeting. Finds substitute to take minutes if unable to attend meeting and works with that substitute to ensure that minutes are properly recorded. Maintains file of meeting minutes and turns them over to the incoming secretary or archives (as appropriate) at end of term.

#### Section 5.8 – Membership Coordinator: Election, Term of Office, and Duties

A. The Membership Coordinator shall be elected by majority vote in the election held at the expiration of the term of this position. The term of office shall be two years and shall be renewable through the same process for one additional consecutive term.

B. The Membership Coordinator shall be responsible for maintaining membership records, including master mailing list. Performs outreach to prospective members,

and provides applications and membership information in a timely manner. Regularly reports on membership issues to the Planning Committee. Prints and mails membership renewal notices. Works with treasurer to process membership payments in a timely manner. Provides mailing labels for approved mailings. Publishes membership directory. Point of contact for DVAG-L administrator regarding e-mail address issues. Maintains any necessary files or records and turns them over to the incoming coordinator or archives (as appropriate) at end of term.

#### Section 5.9 - Newsletter Editor: Election, Term of Office, and Duties

A. The Newsletter Editor shall be appointed by the Planning Committee. The term of office shall be two years and shall be renewable through the same process.

B. The Newsletter Editor shall be responsible for production and distribution of the newsletter. Collects stories and information of interest to DVAG membership; solicits articles from membership as appropriate. Solicits editorial feedback from Chair and other members of the Planning Committee. Formats, reproduces, and mails newsletters in a timely manner, with help from other Planning Committee members. Maintains file of back issues and any associated correspondence or information related the newsletter and turns them over to the incoming editor or archives (as appropriate) at end of term.

#### Section 5.10 - Web Coordinator: Election, Term of Office, and Duties

A. The Web Coordinator shall be appointed by the Planning Committee. The term of office shall be two years and shall be renewable through the same process.

B. The Web Coordinator shall be responsible for maintaining the DVAG Website including Web design, content updates at the request of the Planning Committee, web-hosting, and domain name.

#### Section 5.11 - At-Large Members: Election, Term of Office, and Duties

A. The At-Large Members shall be appointed by the Planning Committee. The term of office shall be two years and shall be renewable through the same process. An officer, other than the Chair, who finishes a term of service may not be immediately appointed as an At-Large Member of the Planning Committee.

B. Regularly attends Planning Committee meetings and participates in planning and decision-making processes. Assists in planning and implementing programs and special events and is available for general assistance as needed. May chair ad hoc committee of member volunteers to work on a specific task.

## Section 5.12 - Meetings of the Planning Committee

A. Regular meetings of the Planning Committee shall meet four times a year, prior to the general membership meetings. The Chair shall provide at least seven (7) days written notice of each Planning Committee meeting to members of the Planning Committee, stating the time, place and purpose of the meeting.

B. Special Meetings of the Planning Committee may be called by the Chair upon one week of notice to the Planning Committee. The notice of a Special Planning Committee Meeting shall specify the general nature of the business to be transacted at the meeting.

## Section 5.13 - Quorum for Planning Committee Meetings

A majority of Planning Committee members shall constitute a quorum for the transaction of business. The acts of a majority of the members present at a meeting at which a quorum is present shall be the Acts of the Planning Committee. On certain items specified in these bylaws, a 2/3 majority vote of a quorum is required.

## Section 5.14. Actions of the Planning Committee Outside Planning Committee Meetings

If Planning Committee action is necessary when the Planning Committee is not holding a meeting, the Chair of the Planning Committee may call for a vote of the Planning Committee by electronic mail, mail, or telephone, preceded, if necessary, by discussion via the same media. In such cases, the votes of a majority of the Planning Committee shall constitute acts of the Planning Committee. The votes shall be recorded and announced to the Planning Committee by the Chair of the Planning Committee.

## Section 5.15. Actions Requiring Expenditures of More than \$500

Actions requiring expenditures of more than \$500 must be approved by a 2/3 majority vote of a quorum

## Section 5.16 – Expulsion from the Planning Committee

Any member may be expelled from the Planning Committee for failure to perform the duties of office as outlined in the By-Laws, for unexcused absences at two Planning Committee meetings within one year, or for other cause. Expulsion shall be approved by a two-thirds majority vote of a quorum of the Planning Committee.

ARTICLE VI  
*Vacancies*

Section 6.1 - Vacancies

If the office of any Planning Committee member becomes vacant due to an increase in the number of members, or by reason of death, resignation, disqualification or otherwise, the remaining members may choose a person or persons who shall hold office until they next meet by an affirmative vote of a majority of the Planning Committee. At that time, the Planning Committee may vote to appoint a replacement for the remainder of the term of the position, or call for a special election to elect a replacement by majority vote of DVAG members returning their ballots by deadline.

In the case of a vacancy of the Chair, the Vice-Chair will assume the position of Chair for the remainder of the one- year term. In the case of a vacancy of the Vice-Chair, Directors will hold a special election of the general membership to elect a new Vice-Chair by majority vote of DVAG members returning their ballots by deadline.

ARTICLE VII  
*Resignation*

Section 7.1 – Resignation

Any Planning Committee member may resign from office at any time by submitting a written resignation that will take effect from the time of its receipt by DVAG, unless some later time is noted in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

ARTICLE VIII  
*Fiscal Year*

Section 8.1 – Fiscal Year

The fiscal year of DVAG shall begin on January 1st and end on December 31st.

ARTICLE IX  
*Indemnification of Directors*

Section 9.1 – Indemnification

DVAG shall have the power at the discretion of the Planning Committee to indemnify any Planning Committee member, employee or other representative of DVAG against all expenses (including reasonable attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's capacity as a Planning Committee member, employee or representative of DVAG *provided, however,* that no person shall be entitled to indemnification pursuant to this Article in any instance

in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Indemnification will occur only with unanimous Planning Committee approval.

#### Section 9.2 – Advancement of Expenses

Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit, or proceeding may be paid by DVAG in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by DVAG.

#### Section 9.3 – Other Rights

This Article shall not be exclusive of any other right that DVAG may have to indemnify any person as a matter of law.

### ARTICLE X *Committees*

#### Section 10.1 - Establishment

The Planning Committee may establish committees with such powers as it deems desirable for the operation of DVAG.

#### Section 10.2 - Appointment of Members

Unless otherwise determined by the Planning Committee, the Planning Committee shall appoint the chairs of all committees that are created by the Planning Committee. Chairs of committees shall appoint additional committee members. Committees shall consist of one or more members of the Planning Committee. Committees are not restricted solely to Planning Committee members.

#### Section 10.3 - Powers of a Committee

Any committee, to the extent provided in the resolution of the Planning Committee, shall have and may exercise all of the powers and authority of the Planning Committee, except that no committee shall have any power or authority as to the following:

- (1) The filling of vacancies on the Planning Committee;
- (2) The adoption, amendment or repeal of the Bylaws;
- (3) The amendment or repeal of any resolution of the Planning Committee;
- (4) Action on matters committed by the Bylaws or by resolution of the Planning Committee to another committee of the Planning Committee, or the full Planning Committee.

ARTICLE XI  
*Amendments*

Section 11.1 - Amendment of Articles of Incorporation

Any amendment of the Articles of Incorporation requires an affirmative vote of a 2/3 majority of a quorum.

Section 11.2 - Amendment or Repeal of Bylaws

Any amendment or repeal of these Bylaws, or an adoption of new Bylaws, requires an affirmative vote of a 2/3 majority of a quorum.

ARTICLE XII  
*Miscellaneous*

Section 12.1 - Governing Law

These Bylaws are governed by and shall be construed in accordance with the law of the Commonwealth of Pennsylvania, excluding any conflict-of-laws rule or principle that might refer the governance or the jurisdiction of these Bylaws to the law of another jurisdiction.

Section 12.2 - Headings

The headings given to the provisions of these Bylaws are inserted for reference purposes only and are not to be considered as a part of these Bylaws in interpreting its provisions.

Section 12.3 - Gender

All words used in these Bylaws in any gender shall extend to and include all genders, and any singular words shall include the plural expression, and vice versa, when the context or facts so require, and any pronouns shall be taken to refer to the person or persons intended regardless of gender or number.

Section 12.4 - Severability

If any provision of these Bylaws or the application thereof to any person or circumstance is held invalid or unenforceable to any extent, the remainder of the Bylaws and the application of that provision to other persons or circumstances is not affected thereby and that provision shall be enforced to the greatest extent permitted by law.

Section 12.5 - Entire Set of Bylaws

These Bylaws constitute the entire set of Bylaws of Delaware Valley Archivists Group and supersede all prior Bylaws with respect to the Corporation, whether oral or written.

I, the undersigned Secretary of Delaware Valley Archivists Group, acknowledge that the Planning Committee of DVAG adopted the foregoing Bylaws on the 19 day of June, 2006.

Margaret Ferrido  
Secretary, Delaware Valley Archivists Group