

By-Laws for the Friends of the Delaware Archives, Inc.

(as amended through November 2005)

The Friends of the Delaware Archives, Inc., established in 1995, is a citizen's organization that supports the mission of the Delaware Public Archives. The organization does this by:

- * Seeking and providing funding to support and enhance the activities, programs, and holdings of the Delaware Public Archives.
- * Raise public awareness about the resources held at the Archives.
- * Providing a collective voice to ensure that Delaware's documentary heritage is properly preserved and made available for access to all citizens.

I MEMBERSHIP

The annual membership fees of the Friends of the Delaware Archives, Inc., shall be:

(a)	Individual	\$ 20.00
(b)	Family	25.00
(c)	Sustaining	100.00
(d)	Life (one time fee)	250.00
(e)	Institutions (non-profit)	50.00
(f)	Corporations	500.00

II BOARD OF DIRECTORS

The Friends shall be governed by a Board of Directors, consisting of (a) a President, (b) a Vice-President, (c) a Secretary, (d) a Treasurer, (e) nine additional elected members (consisting of three members residing in each of the three counties in the State of Delaware) and (f) not more than three additional elected members (who are not to be restricted by where they may reside).

Each of the additional elected Board members shall be elected from and by the members-at-large at the annual meeting for a term of three years.

Of the nine additional elected Board members (consisting of three members residing in each Delaware county), one member from each county shall be elected each year. However, while those elected in 2004 shall serve a three year term, in the year 2005 one member shall be elected from each county to serve a one year term, and one member shall be elected from each county to serve a three year term; thereafter all members elected to the Board shall be elected for a term of three years.

Board members shall not serve more than six consecutive years (two terms) as a member on the Board. After serving two terms, a former director must wait at least one year before again being eligible for election to the Board. A director who has served two-thirds or more of a term shall be considered to have served a full term of office.

However, a member may be elected an officer of the organization, and by such position a member of the Board, even though that person shall not be eligible for election as an elected Board member, because of prior length of service on the Board.

In the event an elected Board member whose term expires later than the following May 31st is elected President, Vice-President, Secretary or Treasurer, at the annual meeting, and will by that office be a member of the Board, thereby creating a vacancy in the office that person holds as an elected Board member, there shall be an election at the annual meeting to fill the unexpired portion of that elected Board member's term.

If the Nominating Committee nominates for President, Vice-President, Secretary or Treasurer an elected Board member whose term expires later than the following May 31st, the Nominating Committee shall also nominate a member to fill the unexpired part of that Board member's term commencing June 1st, conditional on the election at the annual meeting of that Board member to the office for which he or she is nominated.

The Board shall also consist of the following honorary Board members: (a) the immediate past President of the organization, and (b) additional honorary Board members. Honorary Board membership shall honor those having an elective or special interest in the furtherance of the aims and objects of the Delaware Public Archives. The additional honorary Board members shall be elected by the Board. Honorary members shall serve indefinite terms at the pleasure of the Voting Board members. The honorary Board members shall not have any voting privileges on the Board.

The Board of Directors shall further consist of an *ex officio* Board member, who shall be designated by, and serve an indefinite term at the pleasure of, the State Archivist of the Public Archives of the State of Delaware. This *ex officio* member shall not have any voting rights on the Board.

Members of the Board elected at the annual meeting in May shall hold office for the terms commencing on June 1st following the annual meeting.

III DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall be charged with the responsibility of conducting the affairs of the corporation.

IV MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet in September, November, January, March and May of each year, at such date, time and place as determined by the Board. Three members of the Board or the President may call a special meeting at any time, provided notice of the meeting and agenda are given to voting Board members either by phone, by mail, or by e-mail at least seven days in advance of the scheduled meeting.

The presence of six voting members shall constitute a quorum for the Board of Directors to conduct business.

V OFFICERS

The officers of the organization shall be a President, a Vice-President, a Secretary, and a Treasurer. The duties of these officers shall be:

- a) President: The President shall preside at all meetings of the organization, act as chairman of the Board of Directors, shall perform such other duties as may be incident to the office, and shall be a member *ex officio* of all committees except the Nominating Committee.
- b) Vice President: The Vice President shall perform the duties of the President in the absence or disability of the President. The Vice President may be assigned special tasks or responsibilities by the Board of Directors or the President.
- c) Secretary: The Secretary shall keep a complete record of all proceedings of the organization and shall perform such other duties as pertain to such office or be assigned by the Board of Directors or the President.
- d) Treasurer: The Treasurer shall receive all funds of the organization and shall disburse same as shall be approved by the Board of Directors under proper restrictions as provided by the Board, shall make a full report at Board meetings of all receipts and disbursements as may be required, and shall keep a record of all paid members. The Treasurer shall be placed under bond if so ordered by the Board of Directors.

Each of the officers shall be elected from and by the members-at-large at the annual meeting in May for a term of two years, commencing on June 1st following the annual meeting.

Officers shall not serve more than four consecutive years (two terms) as an officer of the organization. After serving two terms, an officer must wait at least one year before again being eligible for election as an officer of the organization. An officer who has served more than half a term shall be considered to have served a full term of office.

IV VACANCIES

In the event of a vacancy of a voting member of the Board of Directors, or of an officer of the organization through death, resignation or otherwise, the Board of Directors, by affirmative vote of a majority of voting members present and voting at a meeting, may elect a successor to hold office for the unexpired term of the director or officer.

V COMMITTEES

The President with approval of the Board of Directors shall appoint chairmen for the following standing committees, as well as such other committees as the Board of Directors shall deem necessary:

- (a) Executive Committee. This committee shall consist of the President, the Vice-President, the Secretary, and the Treasurer of the organization, and shall have power to act in all matters between Board meetings.
- (b) Archives Liaison Committee. This committee shall coordinate activities of the organization with the needs of the Delaware Public Archives as expressed through the State Archivist.

- (c) Membership and Outreach. This committee shall seek new membership for the organization, and disseminate information about the organization.
- (d) Fundraising. This committee will seek ways to finance the programs of the organization.
- (e) Grants. This committee shall investigate needs for archival programs and make recommendations to the Board of Directors for disbursement of funds. Individuals requesting monetary assistance with research projects must provide proof that a majority of the materials used are housed at the Delaware Public Archives.
- (f) Audit. This committee will audit the receipts and disbursements of the organization prior to the annual meeting and submit a report in writing to the Executive Committee.
- (g) Bylaws. This committee shall review the Bylaws on an ongoing basis and proposed amendments as needed.
- (h) Long Range Planning.
- (i) Nominating Committee. This committee shall be appointed by the President each January, and consist of three members, not more than two of whom shall be members of the Board of Directors. The committee shall select nominees for all offices to be filled by election at the next annual meeting. After obtaining acceptance by all nominees, this committee shall present the list of nominees to the Secretary, in time for inclusion with the annual meeting notice, and make the nominations at the annual meeting.

Committee chairmen may serve not more than four consecutive years as chair of a specific committee. After such time a lapse of one year must occur before that person may again chair the same committee. However, a chairman may chair a different committee under the same rules. Committee chairmen, who are not elected voting Directors, have no vote on the Board of Directors.

VI ANNUAL MEMBERS MEETING

The annual meeting of the members of the organization shall be held in May of each year at a time and place designated by the Board.

The annual meeting shall have as its purpose:

- (a) A review of the work of the organization which shall include reports of the directors, officers and committees of the corporation;
- (b) Plans for future activities;
- (c) The election of directors and officers, from those parties nominated by the Nominating Committee, or from those parties nominated from the floor with the prior consent of the nominee.

The presence of 20 members shall constitute a quorum for the transaction of business of the organization at the annual meeting of the members.

VII AMENDMENTS

These By-laws may be amended or otherwise changed by a two-thirds vote of the voting Directors present at any meeting of the Board of Directors, provided that all of the voting Directors have been notified of the proposed by-law change, either by phone, by mail, or by e-mail at least seven days in advance of the scheduled meeting at which the vote is to be taken. Members shall be notified of all changes to the By-Laws.

VIII PARLIAMENTARY AUTHORITY

Meetings of the corporation shall be conducted according to Robert's Rules of Order Newly Revised latest edition in all cases to which they are applicable and not inconsistent with these by-laws or any special rules of order now or later adopted.

IX DISSOLUTION

In the event of the dissolution of this organization, all assets of this organization shall be transferred to the Secretary of State of the State of Delaware, for the use of the Delaware Public Archives. Subject to the provisions of 501 (c) (3) of the Internal Revenue Code, as amended and other applicable codes, the funds shall be used for historical resources of the Delaware Public Archives.

Amended: May 24, 1995, July 19, 1995, January 24, 2002,
March 11, 2004, March 2005, and November 2005.