

BY-LAWS OF THE VERNACULAR ARCHITECTURE FORUM

Proposed amendments in yellow prepared by the VAF By-Laws Committee and unanimously endorsed by the VAF Board of Directors at its fall meeting in Chicago, November 1, 2014. To be voted on at the annual VAF membership meeting in Chicago, June 6, 2015.

- I. NAME. The name of this organization is The Vernacular Architecture Forum.
- II. PURPOSE. The purposes for which the corporation is organized are educational and charitable, namely:
 - A. To promote an appreciation of our local, state, and national heritage through the study, publication, and dissemination of information about vernacular architecture and related cultural landscapes.
 - B. To increase knowledge of vernacular architecture and related cultural landscapes through multidisciplinary and interdisciplinary methods and educational activities, including meetings, lectures, tours, and markers.
 - C. To promote the general public welfare and to combat community deterioration through the encouragement of the preservation of vernacular architecture and related cultural landscapes through means such as the identification and study of properties and related landscapes and the provision of information and technical assistance to encourage preservation of vernacular architecture and related cultural landscapes.
 - D. To assist in the preservation of vernacular architecture and related cultural landscapes through the provision of technical assistance and information concerning the restoration, maintenance, record-keeping, and planning for such areas, including participating in decisions affecting the use, maintenance, and preservation of such places.
 - E. To promote the common good and social welfare of communities by aiding, working with, and participating in the activities of other organizations, individuals, and public and private entities engaged in similar purposes.
 - F. To solicit and accept by subscription, gift, grant, bequest, devise, donation, or otherwise, money and property of any kind from any member of the general public and from any firm, association, trust, foundation, or corporation, including any municipal, county, state, or national government or other governmental unit or instrumentality thereof for the above purposes.
 - G. To engage in such related educational and charitable activities as will, in the opinion of the Board of Directors, support and assist the foregoing undertakings; and

- H. To have all powers that may be conferred upon not-for-profit corporations formed under the laws of the District of Columbia.

All of the foregoing purposes and powers and all other purposes and powers in which the corporation is permitted to engage or have by this Articles of Incorporation shall be exclusively for such public or charitable and educational purposes as are within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as it is currently and shall hereafter be in force and effect.

- III. MEMBERSHIP. Membership shall be open to people of all disciplines, professions, or interests who are concerned with vernacular architecture. Classes of membership shall be established by the Executive Committee.

- IV. MEETINGS OF THE FORUM.

- A. The Vernacular Architecture Forum shall hold an annual meeting at a time and place to be selected by the Executive Committee and such other meetings as it may choose.
- B. The Executive Committee shall set policies for the election of officers and Directors, which will be held at the annual meeting.

- V. OFFICERS.

- A. The officers of the Forum shall be the President, the President-Elect, two Vice-Presidents, the Secretary, and the Treasurer.
- B. All officers shall maintain membership in the Forum during their terms of office.
- C. The term of the President shall be two (2) years, or from one annual meeting through the following annual meeting and until the next.
- D. The term of the President-Elect shall be one (1) year. The President-Elect shall serve as a non-voting Director and a non-voting member of the Executive Committee.
- E. The President-Elect becomes President upon the adjournment of the first annual meeting after election to the position of President-Elect, requiring no further action from the Forum.
- F. The terms of the 1st Vice President and 2nd Vice President shall be two (2) years or from one annual meeting through the following and until the next. No officer shall be eligible for more than two (2) consecutive terms in the same office, or for more than six (6) consecutive years in any combination of offices and directorships, excepting the positions of Secretary and Treasurer, who shall remain eligible for renomination and election beyond these terms.

- G. The President shall serve as senior executive officer of the Forum, will chair the Board of Directors and will appoint all committees. The President will appoint, with the approval of the Board, Editors for *VAN, Buildings & Landscapes*, the Special Series, and the Website, and an Archivist, from the general membership. The President is responsible to the Directors for the conduct of the Forum's affairs.
- H. The First Vice-President shall serve as vice chairperson of the Board of Directors and shall have such other duties as are delegated by the President. The First Vice-President shall succeed to the authority of the President when the President is unable to carry out the duties of that office.
- I. The Second Vice-President shall serve on the Board of Directors and shall have such other duties as are delegated by the President.
- J. The Secretary shall serve a term of five years as Secretary of the Board of Directors and shall be responsible for the maintenance of the Forum's minutes, corporate records, and such other records as may be specified by the Executive Committee. The Secretary may be renominated for an additional five-year term.
- K. The Treasurer shall serve a term of five years and shall be responsible for preparation and custody of all financial records of the Forum and shall prepare such statements as are required by the Executive Committee or by law. The Treasurer shall be responsible for collecting all of the Forum's receivables and for payment of all the Forum's just debts. The Treasurer may be renominated for an additional five-year term.

VI. ELECTION OF OFFICERS.

- A. A Nominating Committee consisting of three (3) members of the Forum shall be appointed by the President with the approval of two-thirds of the Executive Committee.
- B. The Nominating Committee shall prepare a slate of candidates for a third of the Directors each year, and for each office on alternate years, and shall report to the Executive Committee six months before the annual meeting.

VII. BOARD OF DIRECTORS.

- A. The Board of Directors shall consist of the Executive Committee and the Directors.
- B. The Executive Committee shall consist of the President, **President-Elect**, 1st Vice President, 2nd Vice President, Treasurer and Secretary

- C. There shall be twelve (12) elected Directors who will be elected for three (3) year terms, on a staggered basis, with a third of the Board elected at each annual meeting. No elected Director is eligible for more than two (2) consecutive terms, or for more than six (6) consecutive years' service in any combination of directorships and offices.
- D. There shall be the following Appointed Directors: Editor(s) of *VAN* (one seat), Editor(s) of *Buildings & Landscapes* (one seat), and Editor (s) of the Website (one seat) serving up to five years. The individual appointments to these positions will be made by the President with approval by the Board. Reappointment is permitted for an additional term with approval of the Board. ~~[Delete: The Conference Chair for the previous year's conference, the Conference Chair for the current year, and the Conference Chair for following year shall also be Appointed Directors.]~~ Additional appointed positions may only be established by an amendment to the by-laws. At no time shall the number of Appointed Directors equal or exceed the number of Elected Directors.
- E. The Board of Directors shall be responsible for the proper conduct of the officers of the Forum under these by-laws and shall carry out the policy decisions of the membership.
- F. The Board of Directors shall meet at the discretion of the President, or upon request of any three (3) members of the Board.
- G. The Board of Directors:
1. shall establish major policies and objectives of the Forum, have general supervision of the affairs of the Forum, and shall assure the continuity of the corporation;
 2. shall approve all programs and projects bearing the name of the Forum;
 3. shall appoint legal counsel;
 4. may appoint any professional advisors as they deem necessary or desirable;
 5. may appoint an Assistant Treasurer, who shall not, for the purpose of these by-laws, be considered an officer, and the Board of Directors shall define the Assistant Treasurer's authority, duties, and responsibilities;
 6. shall approve and periodically review the budget which shall include all programs, staff positions, and compensation;

7. shall determine what committees in addition to the Nominating Committee are to be created, together with their powers and responsibilities;
8. shall set quorums for all committees;
9. shall fill all vacancies on its own Board and among the officers of the Forum during the interim between annual meetings;
10. shall set a date for the annual meeting and such other meetings of the membership as it shall call;
11. shall determine its own quorum and establish rules for the transaction of its business.
12. shall allow electronic transmission of votes by members.
"Electronic transmission" or "electronically transmitted" refers to any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. "Electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.
13. shall allow electronic transmission of votes by directors.
14. shall allow electronic participation at board meetings.
15. shall allow directors participating electronically to be counted in a quorum.
16. shall allow electronic transmission of votes by members when voting on amendments to the by-laws.

VIII. RULES OF ORDER. Insofar as they are appropriate and do not conflict with the by-laws and special rules of the Forum, the rules contained in *Robert's Rules of Order Revised* shall govern meetings of the Forum and of the Board.

IX. FINANCIAL AND FISCAL AFFAIRS.

- A. The Treasurer and all others designated to receive and/or disburse monies for the Forum shall furnish such bond and such surety on the bond as may be required by the Board.
- B. An annual audit of the books, accounts, and assets of the Forum shall be made at the discretion of the Board.

C. No member of the Forum shall be entitled to receive any compensation for any goods or services supplied to the Forum except on the express approval of the Board.

D. The President and Treasurer are the only members of the Forum who shall sign contracts on behalf of the Forum

X. USE OF THE NAME OF THE VERNACULAR ARCHITECTURE FORUM. The Forum shall not allow the use of its name in connection with any activity not under its direct control without the express prior approval of the Board of Directors. No officer or member of the Forum may claim to represent the Forum in any manner unless specifically empowered to do so under these by-laws.

XI. AMENDMENT OF BY-LAWS. Amendment of the by-laws or any new by-laws may be proposed, in writing, by any member of the Forum. The membership shall be notified of the proposal at least thirty (30) days prior to the annual meeting and the proposal voted on at the annual meeting or by mail to the entire membership at any time during the year. Two-thirds majority of those voting shall be required to adopt the amendment.

XII. DISSOLUTION.

A. The Forum shall not dissolve except upon the written ballot of two-thirds of the then total membership.

B. Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for the payment of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501 (c) (3) of the Code.

XIII. CHAPTERS. The Board of Directors is authorized to establish and regulate regional and thematic chapters.

A. The Board of Directors shall support and encourage the chapters to further the objectives of the Vernacular Architecture Forum.

B. The Board of Directors may establish chapters upon the formal written petition of a minimum of five members of the Vernacular Architecture Forum. The petition shall include proposed by-laws for the organization of the chapter for approval by the Board. The first vice-president shall work with each chapter to gain Board approval.

C. Each chapter shall define its region or theme.

D. Each chapter shall meet annually. *Each chapter shall provide an annual report to the Board, including a description of its activities, changes to its by-laws, and*

a financial statement. The activities and administration of the chapters are subject to review by the Board.

- E. All participants in chapter activities shall be encouraged to be members of the Vernacular Architecture Forum.
- F. Chapters that fail to maintain a schedule of annual meetings or submit an annual report shall be considered to be disbanded *as a chapter of the VAF*.