

STEELWORKERS' ARCHIVES INC. BYLAWS

Revised December 12, 2005

Revised January 10, 2011

Amended March 1, 2013

ARTICLE 1 - Corporate Name

1. The Corporate name shall be Steelworkers' Archives Inc., herein referred to as the "corporation."

ARTICLE II - Purpose

1. The corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which nonprofit corporations may be incorporated under Pennsylvania Nonprofit Corporation Law of 1988, as amended, under the provisions of which the corporation is incorporated.

2. The corporation shall undertake such acts as it deems necessary to conduct the historical preservation of memorabilia relevant to the labor and lives of the Steelworkers and environs, and present a record of genealogical research made accessible to the general public.

ARTICLE III - Offices

1. The corporation may have offices at such places as the Board of Directors may determine or the activities of the corporation may require.

(Editor's Note -- Current office of Archives --- Steelworkers' Archives, Inc., Sands Casino Resort Bethlehem, Room 215, 77 Sands Boulevard, Bethlehem, PA 18015)

ARTICLE IV - Members

1. Membership shall become effective upon completion of the Steelworkers' Archives membership application form and payment in advance of a full amount of annual dues. Any member can be expelled from this organization that could discredit this organization.

(Editor's Note --- Those members who engage in activities and conduct that damage the credibility and reputation of the organization can be expelled.)

2. Annual dues shall be established yearly at the discretion of the Board of Directors. There shall be three types of memberships; Single Membership, Family Membership or Sponsor Membership. A Sponsor Membership shall have no voting rights. Sponsor Memberships must be approved by 2/3/vote of the BOD present

A. Annual dues will be for January 1st to December 31st. If dues are not paid by March 31st the member will be removed. Only those members paid up in their dues (3/31) will have voting power in the election of Officers.

3. All members 18 years and older in good standing (members who have paid their annual dues) can vote at all meetings of the Membership of the Corporation including the Annual Meeting for election of Officers.

A. Any member currently holding voting rights below the age of 18 on the day of these by-laws (1/10/2011) are accepted by these body will be exempted from this provision.

(Editor's Note - Those members who fail to pay their annual dues by March 31st of any membership year shall be removed from the membership rolls until such time they renew their membership. Any member who renews his registration after 3/31 is returned to the rolls but is disqualified from voting for officers at the Annual Meeting where Officers are elected.)

ARTICLE V- Directors

1. All powers, obligations and rights of members provided by law shall reside in the Board of Directors.

2. The business and affairs of this Corporation shall be managed by the Board of Directors. To be a Board Member, one must be a member in good standing of the Steelworkers' Archives. The number of Directors shall not exceed (12), this number shall be achieved through attrition. For the time being, two thirds (2/3) of the Board shall be Steelworkers. Board Members will be required to attend 1/2 of the regularly scheduled meetings of the BOD per year. Any board member failing to meet this requirement shall be subject to removal of the BOD, with the approval of 2/3rd majority of the Board. Any member of the Board may ask for a review, of the attendance record at anytime.

(Editor's Note --- At the Current time (4/29/2014) the BOD of the Archives comprises 13 members and 10 are steelworkers.)

A. When the Board determines that the number of unexcused absences for a member is excessive, the Secretary will be instructed to inform that member that he/she will be removed from Board, unless an appeal for reconsideration is made and acted upon favorably by the Board.

B. The President of the Organization shall be an Ex-Officio member of the BOD, who shall vote only in a tie. He/she will be a member of all committees.

(Editor's Note --- The current President has been and remains a member of the BOD. But during his term he takes on an ex-officio status and can only vote to break ties, He is a member of all corporate committees established Should the membership ever elect an individual as President whom was not a Board Member that individual does not become a permanent board member after the Presidency ends. But during his or her term of office is an Ex-Officio member of the BOD, who shall vote only in a tie. He/she will be a member of all committees. While the President by bylaws is supposed to preside at all meetings of the BOD, the BOD by special orders not Bylaw provision has chosen to create the position of Chairman of the Board to preside over meetings of the Board of Directors. He has no other powers. The President in actuality only presides in the absence of the Chairman of the Board.)

3. A quorum for transactions of business transactions to take place and motions to pass consist of two third (2/3) of the members of the Board of Directors.

4. Vacancies on the Board shall be nominated by the President. The nomination (s) shall be submitted at a meeting of the Board with a quorum present and voted on by a majority of the Directors present. Nominees must have attended 1/2 of the membership meetings in the previous year,

5. No member of the Board shall be expelled without notice, nor 2/3rd majority vote of the Board members present.

ARTICLE VI - Officers

The executive officers of the Corporation shall be natural persons of full age (18), shall be elected by the membership at the Annual Meeting, and shall be a President, Vice President, Secretary, Treasurer, Trustees, and such other officers as the needs of the corporation may require.

1. **President**: Shall be the executive officer of the corporation; he or she shall preside at all meetings of the directors; he or she shall have active management of the affairs of the corporation; shall see that all orders and resolutions of the corporation are carried into effect, subject however, to the rights of the directors to delegate any special powers, except as may by statute be solely on the President to any officers or officer of the corporation, The President shall have the general powers and duties of the supervision and management usually vested in the office of President.

2, **Vice President**: Shall act in all cases for and as the President in the absence or incapacity of the President and shall perform such other duties as may be required to do from time to time. The Vice President shall become President

if the President shall no longer be able to perform his/her duties.

3. **Secretary**: Shall attend all sessions of the Board and act as clerk thereof and record all votes and minutes of all meetings of the corporation in a book to be kept for that purpose and maintain the electronic records of all meetings, membership attendance at monthly meetings and Board of Directors meetings.

4. **Treasurer**: Shall disburse the funds of the corporation as may be ordered by the Board and give an account of all transactions as Treasurer and the financial condition of the corporation.

A. The Treasurer when available shall sign all corporate checks. No other signatures are needed for non payroll expenditures below \$500.00 and all Payroll related expenditures require 2 signatures.

B. For all expenditures above \$500.00 and all Payroll related expenditures, the President of the Corporation or an designee of the President (whom shall either be an corporate officer or board member) are required to sign a second signature.

C. The Treasurer normally is the only Corporate Official entitled to hold and use the Corporate Debit Card for needed expenditures.

D. When the Treasurer cannot be reached for signature and is otherwise unavailable in an emergency the President (who will be bank registered) and his/her bank registered designee (whom shall either be an officer of the corporation or Board

member) are permitted to sign corporate checks and pay corporate pays.

E. There shall be no more than \$50.00 in the petty cash fund, which shall be accounted for. The President or his/her designee (whom shall either be an officer of the corporation or Board member) shall be solely responsible for the petty cash fund.

F. An audit of books shall be done yearly. This Audit will be done by the Trustees with the Treasurer present. A mandatory audit shall be done within 90 days of the election of new officers, and 1 year thereafter

(Amendment 2 - Treasurer was adopted 3/11/2013 by the membership after undergoing scrutiny by the Bylaws Committee and the Board of Directors.)

5. Trustees: There shall be 3 Trustees. They shall audit all Financial Records of corporation, records concerning inventory of memorabilia and electronic database collections.

Any member may, upon written demand stating the purpose thereof, request an audit of the membership books and records of accounts, Such a request shall be directed to the Board, and upon approving the request by 2/3rd vote, the Trustees shall conduct the audit within 60 days.

ARTICLE VII - Filling vacancies

1. In the event that the President's position is vacated for any reason the Vice President shall become President. The

President shall appoint a Vice President until an election can be held within 60 days.

A. A vacancy in any other position shall be appointed by the President to fill the vacancy for the unexpired term.

ARTICLE VIII - Election of Officers

1. Election of Officers shall be held every two (2) years at the Annual Meeting of the Membership, Nominations of Officers shall be held a month before the Annual Meeting. The Annual Meeting shall be in September. The new offices shall be installed in October. Write-in candidates shall not be allowed.

ARTICLE IX - Required by Act 55 of 1997

1. There shall be prohibited the use of any surplus funds for private inurnment to any person in event of a sale or dissolution of the institution.

ARTICLE X - Conduct of business

1. All business of the Corporation shall be by these By-laws. If not covered, then by Robert's Rules of Order.

2. Anyone claiming mileage or reimbursement for expenses of Archive business must have prior approval of the Board before incurring such expenses. All requests must be accompanied by receipts. Mileage will be paid at 2/3rd of the current standard mileage rate, as established by the IRS.

ARTICLE XI - Amendments

These Bylaws can be changed or altered. All changes must be read three times (Once by By-law Committee, once by

BOD & once by Membership) and approved by 2/3rd majority of the body before it becomes a Bylaw

ARTICLE XII – DISSOLUTION OF “STEELWORKERS’ ARCHIVES, INC.”

1. In the event of the dissolution of the “Steelworkers’ Archives, Inc”, all our media materials, collections of memorabilia and other remaining assets shall be given, free and clear, to Special Collections, Lehigh University, Linderman Library, 30 Library Drive, Bethlehem PA 18015

(Amendment 1 - Treasurer was adopted 3/11/2013 by the membership after undergoing scrutiny by the Bylaws Committee and the Board of Directors.)

Certified Dennis Pearson -- President of the Steelworkers Archives