

# **BYLAWS**

## **Theatre Historical Society of America**

As amended by the action of the Board of Directors on May 15<sup>th</sup> 2025, and accepted as effective as of June 23<sup>rd</sup> 2025 at the THSA Boston Theatre Tour.

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## **ARTICLE I - NAME AND PRINCIPAL OFFICE**

[Article I] Section 1. Name.

The name of the organization is the Theatre Historical Society of America (hereinafter "THS" or "the Society").

[Article I] Section 2. Office.

The address of record of the Society is 461 Cochran Road Suite #143, Pittsburgh, PA or as indicated in the Society's current publications.

## **ARTICLE II – PURPOSES**

[Article II] Section 1. Main Purpose.

The Theatre Historical Society of America exists to encourage and insure the acquisition, maintenance, preservation and publication of historic documents, photographs, artifacts and other information related to American theatre architecture and history, and to encourage the preservation and use of historic American theatres.

[Article II] Section 2. Definition of Historic Theatre.

The Society generally defines a historic theatre as one which has played a role in the history of the community where located or in the history of the American theatre, and/or meets the guidelines for eligibility on the State or National Register of Historic Places.

[Article II] Section 3. Tax Exempt Status - 501(c)3.

The Society shall be organized and operated exclusively for charitable and educational purposes within the meaning under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code).

[Article II] Section 4. Objectives.

The objectives of the Society shall be:

- a. to serve individuals and organizations as a resource on the history of theatres in the United States and to disseminate relevant information thereon.
- b. to encourage and promote the study of the history of theatres in the United States and bring about greater awareness, recognition and appreciation of them.
- c. to identify and document historic theatres in the United States and conduct, support, and/or disseminate research about them.
- d. to collect, preserve and maintain in an archive material relating to its stated areas of interest in theatres of the United States.
- e. to publicize and encourage the use of its archive.
- f. to be an advocate and practical resource for the preservation and operation of historic theatres in the United States.
- g. to conduct activities relevant to its mission and areas of interest.

[Article II] Section 5. Preservation Support.

The Society supports the preservation and reuse of historic theatres within guidelines agreed upon by the Board of Directors.

**ARTICLE III - DEFINITION OF INTEREST**

The Society's interest shall include all buildings in the United States used for the exhibition of motion picture or stage presentations and the equipment related to those buildings. All periods of theatre design and construction shall be considered to have equal historic interest. Topics related to theatre buildings, their equipment and their operation (e.g. architects, stage and equipment designers, decorators, owners, builders, managers and front-of-house and backstage staff) shall be included in the Society's area of historical interest.

Playwrights, performers, producers, motion pictures, musicians, etc., may be of interest only as they relate directly to the physical object and/or operation of the

theatre and otherwise shall be considered peripheral to the Society's field of interest.

## **ARTICLE IV - POWERS**

### [Article IV] Section 1. Specific Powers.

In furtherance of the purposes and objectives of THS, but not in limitation thereof, the Society shall have the power to:

- a. establish and maintain an archive of historical documents, photographs, artifacts, and research related to theatres in the United States and solicit donations thereof;
- b. encourage and publish research and writing about historic theatres in the United States;
- c. cooperate with other organizations devoted to the preservation, restoration or operation of historic theatres.

### [Article IV] Section 2. Operations Manual.

There shall be an Operations Manual setting forth detailed procedures to be followed in the operation of the Society. The Manual may be amended from time to time, subject to the approval of the Board of Directors.

### [Article IV] Section 3. Advisory Board.

The Society may, upon approval of the Board of Directors, establish a non-voting Advisory Board. Its composition, activities, operation and duration shall be as determined by the Board.

### [Article IV] Section 4. Local Interest Groups.

The Society may encourage its members to establish local or regional interest groups, subject to approval of the Board of Directors. These interest groups will not have chapter status or in any way conflict with the interests of THS.

### [Article IV] Section 5. Fund Raising.

In furtherance of its purposes, the Society may raise funds from all available sources consistent with applicable provisions of law and the Internal Revenue Code.

### [Article IV] Section 6. Non-Discrimination Policy.

The Society shall not discriminate in its employment, operations, activities or membership on the basis of race, color, ethnicity, national origin, religion, creed, age, marital status, political beliefs, sexual orientation, gender or gender expression.

## **ARTICLE V - FINANCES**

### [Article V] Section 1. Bank Accounts and Fiscal Procedures.

a. There shall be established four categories of bank accounts for deposit of the Society's funds:

- (1) General accounts, to cover budgeted general expenses of the Society.
- (2) Restricted Funds, to cover expenses in a specific budgeted area.
  - i. Publications
  - ii. Awards Programs
  - iii. Archives Acquisitions
- (3) Investment or interest-bearing accounts, to handle monies over and above those needed to cover current operating expenses.
- (4) Endowments, to collect larger donations and keep in low-risk, high interest accounts. THSA can only expense the accumulated amount of interest while the principle remains untouched.

b. All income shall be deposited in an appropriate authorized bank and investment or interest-bearing account of the Society. The Treasurer is responsible for establishing appropriate procedures to safeguard the receipt and disbursement of the Society's funds. Such procedures are subject to approval by the Board of Directors.

c. Funds may be transferred between investment or interest-bearing accounts and general accounts as needed to cover current operating expenses.

d. Fiscal operating procedures shall be as recommended by the Treasurer and Finance committee and approved by the Board of Directors. Such procedures shall be included in the Operations Manual.

### [Article V] Section 2. Investments.

a. An investment policy shall be approved by the Board and maintained in the Operations Manual. This policy shall be consistent with the goals of the Society, the Internal Revenue code and generally accepted policies for non-profit organizations. The major focus of the investment policy will be safeguarding the investment funds of the Society while seeking reasonable growth in those funds.

b. Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Society may be invested, from time to time, in such manner as the Board may deem advantageous without regard to restrictions applicable to trustees of trust funds, provided, however that:

(1) The Society shall not retain any excess business holdings as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code), or corresponding provisions of any subsequent federal tax laws.

(2) The Society shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent relevant Federal tax laws.

[Article V] Section 3. Review of Records.

a. Frequency. The Society's books and bank accounts shall be made available for review as deemed necessary and, in the manner, prescribed by the Board of Directors.

b. Review by Finance Committee. The Finance committee shall review the records and bank accounts monthly.

c. Audit.

(1) An informal audit of the financial records of the Society, as maintained by the Treasurer and Executive Director, shall be conducted by the Finance committee on an annual basis. As a result of the above review or audit the Finance committee can recommend to the Board that a Certified Public Accountant conduct an audit which can be treated as a review. The audit or review of the preceding year's records must be completed by and made available at the next board meeting.

(2) A bookkeeper or Certified Public Accountant retained by the Society may also recommend that an audit or review be performed, as required by law or the Internal Revenue code.

## **ARTICLE VI - MEMBERSHIP**

[Article VI] Section 1. Establishment.

The Society shall have members.

[Article VI] Section 2. Definition.

A member is defined as a person, firm or organization current in the payment of annual dues to the Society. Membership shall not be transferable. All rights, privileges, and interest of a member in or to the Society shall cease on termination of membership.

[Article VI] Section 3. Dues.

- a. The Board of Directors shall establish and periodically review or revise a scale of annual dues.
- b. Annual dues shall be payable, and membership renewable upon the anniversary date of membership in the Society.
- c. Payment of dues entitles a member to all services, at established rates, and privileges offered by the Society:
- d. Members who fail to pay dues per Section 3.b. of this Article shall be considered as in arrears, and dropped from the Society's rolls. All rights and privileges of membership shall thereafter be forfeited.

[Article VI] Section 4. Voting Rights.

Each member shall be entitled to vote on matters submitted to the general membership by the Board of Directors at the annual membership meeting, as specified in Article VII, Section 5 (Voting), or otherwise submitted, and to vote for the election of directors, as specified in Article VIII, Section 8 (Election of Directors).

[Article VI] Section 5. Requirement to Serve Society.

With the exception of the staff and ex-officio directors, a person must be a member, as defined herein to serve in any position, whether elected or appointed, within the Society.

[Article VI] Section 6. Involuntary Termination.

- a. The membership of any individual, firm or organization may be terminated, with a refund of the current year's dues already paid, by a two-thirds (2/3) majority vote of the Board members present at any regular meeting, or at any special meeting called for that purpose, when in their judgment, the best interest of the Society would be served thereby.
- b. The member must be given thirty (30) days written notice of the proposed termination, sent by Registered U.S. Mail, or by any other means with proof of delivery, to the address in the Society's records, notifying them that their

membership is being terminated for cause by duly passed motion of the Board, which cause shall be stated.

c. After receiving written notice of termination, the member shall have fifteen (15) days to respond in writing, listing any reason(s) why said membership shall not be terminated.

d. The Board shall evaluate within fifteen (15) days any response received. If, after evaluation, the Board upholds the termination decision, said termination shall become effective on the date its response letter to the member is mailed, and shall remain in effect unless otherwise rescinded.

## **ARTICLE VII - MEMBERSHIP MEETINGS**

[Article VII] Section 1. Annual Membership Meeting.

a. The Society shall hold its annual membership meeting at a place and time designated by the President.

b. The meeting agenda shall include, but is not limited to, a report by the President and Treasurer, reports of chairs of committees, and an announcement of the results of the election of directors and officers.

[Article VII] Section 2. Notice of Meeting.

Notice of the annual membership meeting shall be sent to all current members at least thirty (30) days prior to the scheduled meeting date.

[Article VII] Section 3. Robert's Rules of Order.

When not in conflict with specific provisions of these bylaws, Robert's Rules of Order, Revised shall govern conduct of all meetings.

[Article VII] Section 4. Minutes.

Minutes of the annual membership meeting shall be made available upon request to any member within thirty (30) days following the meeting. These minutes are subject to approval by the membership at the next membership meeting.

[Article VII] Section 5. Voting.

Each member present shall be entitled to one vote on any matter submitted for

vote by the Board of Directors. Matters submitted for vote shall be decided by a majority of those present and voting. No proxy voting is authorized at the annual membership meeting.

## **ARTICLE VIII - BOARD OF DIRECTORS**

### [Article VIII] Section 1. General Powers.

- a. The property, business and affairs of the Society shall be managed by its Board of Directors, and the Board of Directors may exercise all such powers of the Society not prohibited by law, or by the Articles of Incorporation or by these bylaws directed or required to be exercised by the member.
- b. The Board of Directors may employ an Executive Director, responsible for the overall management and conducting of the mission and vision of the Society, and such additional employees as may be required to manage and execute the operations of the Society. The duties of all employees shall be outlined in a position description established for each employee, approved by the Board of Directors and placed in the Operations Manual.
- c. The Board of Directors may also employ other employees as necessary to perform such duties as the Board requires. The duties of all employees shall be outlined in a position description established for each employee and approved by the Board of Directors and placed in the Operations Manual.

### [Article VIII] Section 2 Responsibilities.

- a. The primary responsibility of a director is to formulate policy, assist in planning, and oversee and measure the effectiveness of the Society's programs and operations. In addition, to promoting interest in theatres and theatre history; encourage individuals and organizations to donate relevant material to the THS archive; solicit donations and grants to further the activities and aims of the Society; and promote membership in THS.
- b. Each director is expected to fully and actively participate in the business and affairs of the Society, including attendance, at his/her own expense, at the regular meetings of the Board of Directors. Attendance at the annual Conclave or Theatre Tour is also strongly encouraged.

### [Article VIII] Section 3. Specific Duties.

The Board of Directors duties shall include but are not limited to the following:

- a. hold meetings at such times and places it deems necessary and proper;

- b. review budgets and financial reports and approve the annual budget;
- c. authorize expenditure of Society funds in accordance with the lawful purposes of THS and provisions of these bylaws;
- d. elect the officers of the Society;
- e. appoint committees for particular purposes;
- f. devise and execute other measures it deems expedient and proper to promote the objectives of THS and to protect the interests and welfare of its members.

[Article VIII] Section 4. Composition.

- a. The Board of Directors shall consist of not less than twelve (12), nor more than twenty (20) elected directors and no more than six (6) ex-officio directors, as defined in Section 6 (Members Ex-officio) of this Article. The number of elected directors may be adjusted, within the preceding limits, by the majority vote of the Board of Directors.
- b. All directors, except for ex-officio directors, shall be elected on an at-large basis.

[Article VIII] Section 5. Members Ex-officio.

- a. The Executive Director shall serve as an ex-officio, non-voting director and member of the Executive Committee. See Article IX, Section 4 (Executive Committee) and Section 5 (Responsibilities).
- b. No more than five (5) additional ex-officio directors may be established and appointed by the Executive Committee, with the approval of the Board.

[Article VIII] Section 6. Tenure and Term Limits.

- a. Directors elected in 2026 and thereafter shall serve a term of three years commencing with the Board of Directors meeting following their election and terminating prior to the Board of Directors meeting three years later.
- b. Directors newly elected in 2026 and thereafter may serve no more than two consecutive three-year terms after which they must stand down for at least one year before standing for election again. An elected director who has completed two consecutive three-year terms cannot subsequently be appointed as an ex-officio director during the year following his/her second term.

c. Directors elected prior to 2026 may serve one three-year term immediately following the expiration of their present term before standing down for at least one year. Any such director cannot subsequently be appointed as an ex-officio director during the year following this three-year term.

d. Directors shall be elected on a rotating schedule. President shall be elected in the initial year of the cycle. The Secretary shall be elected in the next year of the cycle. And the Vice-President and Treasurer in the last year of the cycle. Based on the numbers of other Board members, they shall be cycled in a similar way. This offsetting of Directors will allow the smooth transition of officers and a stable Board of Directors.

[Article VIII] Section 7. Election of Directors.

a. Eligibility. Any member in good standing is eligible to have his/her name submitted to the Nominations committee for review and possible nomination as a director.

b. Procedure. The procedures for nomination and election of directors shall be as recommended by the Nominations committee and approved by the Board of Directors. These procedures shall be placed in the Operations Manual and are available to any member upon request.

c. Frequency. Elections shall take place each year prior to the annual meeting to fill expiring terms and/or add additional directors as approved by the Board of Directors.

[Article VIII] Section 8. Meetings of the Board.

a. An annual meeting of the Board of Directors of the Society shall be held at a time and place the Board shall determine. Additional meetings may be held upon vote of the Board.

b. Any actions of the Board not covered by law, the Articles of Incorporation or these bylaws shall be governed by Robert's Rules of Order, Revised.

[Article VIII] Section 9. Removal.

a. A director or officer of the Society may be removed by a two-thirds (2/3) majority of the Board members present at any regular or special meeting called for that purpose when, in their judgment, the best interest of the Society would be served thereby. The director or officer must be given at least thirty (30) days written notice, via Registered U.S. Mail or by any other means with proof of delivery, of the proposed removal.

- b. The director or officer shall have fifteen (15) days from the date of receipt of the written notice of removal to respond in writing, giving any reason(s) why he/she should not be removed from office.
- c. The Board shall evaluate within fifteen (15) days any response received. If, after evaluation, the Board upholds the decision, said removal shall become effective on the date its response letter to the director or officer is mailed via Registered U.S. Mail or by any other means with proof of delivery, and shall remain in effect unless otherwise rescinded.
- d. Any director or officer of the Society is automatically removed if they cease to be a member in good standing as defined in Article VI, Section 3 (Dues).

[Article VIII] Section 10. Quorum.

A simple majority of the total number of voting board members holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

[Article VIII] Section 11. Expenses.

No director or officer will be reimbursed for travel or living expenses in connection with the duties of his/her office unless approved in advance by the Board of Directors. Also refer to Article XIV, Section 2. (Debts and/or Compensation).

[Article VIII] Section 12. Conflicts of Interest.

Directors and officers shall take no advantage of their position for financial or other gain in derogation of the Society. A director or officer shall immediately make known any personal involvement or potential conflicts of interest on any matters under consideration.

[Article VIII] Section 13. Methods of Voting.

Votes on any matter may be taken by telephone, fax, mail, e-mail, or text messaging, except when prohibited by these bylaws or any applicable law.

## **ARTICLE IX – OFFICERS AND EXECUTIVE COMMITTEE**

[Article IX] Section 1. Officers.

- a. The officers of the Society shall be the President, Vice President, Secretary and Treasurer. An officer cannot concurrently serve as Executive Director, Archive Director, Publications Director, or any staff position.

- b. The Executive committee may recommend the establishment of additional officer positions, including but not limited to Vice President, Assistant Treasurer and Assistant Secretary, subject to approval by the Board of Directors.

[Article IX] Section 2. Election and Term.

- a. Election. Any voting director may request consideration for election by the Board to a particular officer position by filing a written request with the Secretary no less than thirty (30) days prior to the next board meeting. Incumbent officers are subject to filing requirements in the same manner as non-incumbents.
- b. Election of officers shall be the first order of business of the incoming Board of Directors at its first meeting. Officers shall be elected by a simple majority vote of the directors present. After the election the new officers shall be seated, and the former officers shall have completed their term of office.

[Article IX] Section 3. Vacancies.

If a vacancy occurs in any of the officer positions, it shall be filled without undue delay by a member recommended by the President, or Vice President in the event the President's position is vacant, and confirmed by a majority vote of the remaining directors. The election shall be conducted within thirty (30) days after the occurrence of that vacancy. The person so elected shall complete the unexpired term of the former officer.

[Article IX] Section 4. Executive Committee.

There shall be an Executive Committee composed of the officers of the Society and ex-officio members as set forth in Article VIII, Section 6 (Members Exofficio).

[Article IX] Section 5. Responsibilities.

The Executive Committee shall deal with routine issues that arise between Board of Directors meetings. All actions taken by the Executive Committee must be consistent with the Society's bylaws. Any decisions made by the Executive Committee must be communicated to all board members no later than fourteen (14) days after the action.

## **ARTICLE X - COMMITTEES**

[Article X] Section 1. General Provisions.

In general, committees are the primary method for advancing the work of the Board between Board meetings. Committees are empowered to devise and propose policies and actions to the Board for review and approval at the next regularly scheduled Board meeting.

[Article X] Section 2. Function

Committees shall be standing or special. A standing committee is one whose functions are determined by continuous need. The function and duration of a special committee shall be determined by its specific assignment. Standing committees include, but are not limited to: Executive, Finance, and Nominating. Additional standing or special committees may be created by vote of the Board of Directors.

[Article X] Section 3. Composition.

a. Each committee (except the Executive committee) shall be composed of at least three members, one of which must be a director appointed by the President. Officers and directors may serve on or chair more than one committee. All committee meetings are open to attendance by any director.

b. The President shall serve as a member of each committee. The Executive Director shall be a non-voting member of all committees.

[Article X] Section 4. Chairpersons.

The chair of each committee, standing or special (except the Executive committee) shall be appointed by the President after the election of officers.

The standing committees shall be:

- a. Annual Tour committee
- b. Archive Committee
- c. Executive Committee
- d. Publications Committee

## **ARTICLE XI - ANNUAL TOUR**

[Article XI] Section 1. General Provisions.

There may, subject to approval by the Board, be an annual convention of the Society known as a Theatre Tour, open to attendance by people who have paid fees designated by the Society.–

[Article XI] Section 2. Responsibility and Procedures.

The Theatre Tour shall be produced under the direction of the Theatre Tour committee, with procedures approved by the Board of Directors and placed in the Operations Manual.

[Article XI] Section 3. Obligations and Financial Records.

- a. The Society is responsible for payment of all expenses or obligations incurred in connection with a Theatre Tour
- b. Detailed financial records as outlined in the Theatre Tour procedures must be kept separately for each Theatre Tour.
- c. The Treasurer will establish the guidelines for the recording of revenue and disbursements to be included in the Theatre Tour procedures.

**ARTICLE XII - PUBLICATIONS**

- a. The Society may produce publications related to the Society's areas of interest as defined in Article III (Definition of Interest), including Marquee, the quarterly journal of the Society, an Annual, and any other publications as may be undertaken, subject to approval of the Board of Directors.
- b. The Publications Director shall be responsible for producing these publications according to a publications schedule approved by the Board of Directors.
- c. Current issues of Marquee and the Annual, if produced, shall be provided to members as a benefit of membership. Back issues, and any other publications, may be sold to members and non-members.

**ARTICLE XIII - ARCHIVE**

Section 1. Scope.

The Society shall establish and maintain an archive of primary and secondary source materials, including but not limited to architectural plans, blueprints and renderings, photographs, transparencies, film and video, written material, oral histories and reminiscences of persons connected with historic theatres, and any other relevant material.

Section 2. Purpose.

The Archive shall be operated to achieve the goals of the Society, most specifically Articles II (Purposes) and III (Definition of Interest). The primary goal of the Archive shall always be the widest dissemination of information and source material to the general public by whatever means are most expeditious and to utilize its collection to encourage research and sharing of information on the

historic theaters of the United States. The Archive shall continually seek new avenues to disseminate and share information with the widest possible audience. Every endeavor shall be made to operate the Archive so that it is self-supporting. Notwithstanding this, any motive of profit or keeping material proprietary is subordinate to this goal.

### Section 3. Operation.

- a. The Archive shall operate under the supervision of the Archive Director, who is responsible for its activities and who shall establish appropriate policies and procedures, subject to the approval of the Board of Directors.
- b. The Archive shall maintain its archival materials in accordance with accepted professional archival practice.

### Section 4. Accessibility and Usage.

The Archive shall make its material available for research use by members of the Society and the general public. The Archive may be visited by any member free of charge during normal operating hours or by making prior arrangements with the Archive Director or Executive Director. Any member or researcher using the Archive for research must first agree to the Archive's usage policies. Any member or researcher requesting the Archive to do research must pay in advance from the schedule of charges approved by the Board.

The Archive shall have the following policies.

- a. No food or drinks are permitted.
- b. No bags, cases, backpacks, etc. are permitted.
- c. Only soft lead pencils are allowed.

### Section 5. Expansion of Collections.

The Archive shall actively seek material to expand and improve its collection through purchase or donation. Donations of documents, artifacts, or funds for the procurement of such materials shall be accepted by the Society, within the parameters of the current Collections Policy.

## **ARTICLE XIV– LIABILITIES**

### [Article XIV] Section 1. Business/Not for Profit.

Nothing in these bylaws shall constitute members of the Society as being associated together for business purposes or for gain. This Society is not intended as a profit-making organization, nor is it founded with the intention of making a profit, although some of its activities may be reflected in a pecuniary

advantage to its members. THS shall use its funds only for the lawful purposes and objectives specified in these bylaws.

[Article XIV] Section 2. Debts and/or Compensation.

The members shall not be liable for the debts or obligations of the Society. Except for employees, no member shall receive any compensation for services rendered to the Society, but a member may be reimbursed for expenses reasonably incurred on behalf of the Society if approved by the Board of Directors in advance.

## **ARTICLE XV- AMENDMENTS**

a. Proposals to amend, revise, repeal or add new bylaws may be recommended at any regular meeting of the Board of Directors, or at any special meeting called for that purpose, by an affirmative vote of a majority of the board members in office.

b. Notice of proposed changes in the bylaws shall be mailed by or at the direction of the Secretary to each board member, or sent to them by electronic mail (email), at least ten (10) days before the date of the meeting at which the proposed changes are scheduled to be presented. Approval of these recommended changes shall be by a simple majority vote of all board members.

c. A copy of the approved changes shall then be made available to all Society members for ratification, with a response date not more than thirty (30) days from the original mailing. A simple majority of those responding shall constitute approval.

## **ARTICLE XVI - FISCAL YEAR**

The fiscal year of the Society shall be as approved by the Board of Directors, upon recommendation of the Treasurer.

## **ARTICLE XVII - PROPERTY**

All property, whether real, personal or mixed, received by the Society by bequest, devise, gift, grant or otherwise shall be held by the Society or disposed of by it on such terms and conditions, not inconsistent with the Articles of Incorporation or the terms, if any, of any bequest, devise, grant or other instrument, as the directors shall determine.

## **ARTICLE XVIII - DISSOLUTION**

[Article XVIII] Section 1. Ballot to Dissolve.

Upon recommendation of a majority of the members of the Board of Directors for the dissolution of the Society, a ballot so stating the recommendations for the dissolution of the Society shall be mailed to all members of the Society. The response date must be postmarked not more than thirty (30) days from the original mailing date. The Secretary will tabulate the votes.

[Article XVIII] Section 2. Action to Dissolve.

Upon a vote of the majority of the members of the Society to dissolve the Society, the Board of Directors shall take the necessary steps to effectuate the actual dissolution.

[Article XVIII] Section 3. Disposition of Assets.

In the event of dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, dispose of all assets of the Society exclusively for the purposes of the Society in such manner, or to such organization(s) organized and operated exclusively for purposes indicated in Article II hereof, as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code) as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by court order in a court of appropriate venue, considering the location of the Society and its assets, and jurisdiction over such matters. The court shall distribute the assets exclusively for purposes as described in Article II (Purposes) hereof, and to such organization(s) which are organized and operated for such purposes, as the court shall determine.

[Article XVIII] Section 4. Entitlement to Assets.

In any case, no member, director, or officer of the Society or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Society.

## **ARTICLE XIX - INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

Any person made or threatened with being made a party to any action, suit or proceeding (civil, criminal or administrative) by reason of the fact that he/she is or was a director, officer or employee of the Society or of any organization which he/she served in any such capacity at the request of the Society shall be indemnified by the Society against judgments, fines and other liabilities (including amounts paid in settlement) sustained as a result of, and investigation, defense or the compromise or settlement of any such action, suit or proceeding or threat thereof, provided however that:

a. In the event of final adjudication of such action, suit or proceeding, such person shall not be indemnified hereunder with respect to any matter as to which he/she shall be adjudged liable for material negligence or material misconduct in the performance of his/her duties to the Society.

b. In the event that such action, suit or proceeding or threat thereof, is compromised or settled before final adjudication thereof, such person shall not be indemnified hereunder unless it shall be determined that he/she acted without material negligence and that his/her action did not constitute material misconduct in the performance of his/her duties to the Society.

c. In connection with the defense of a judicial proceeding, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code) such person shall not under any circumstances be indemnified for taxes, penalties or expenses of correction and further shall not be indemnified for other expenses in connection with judicial proceedings unless:

(1) such other expenses are reasonably incurred by him/her in connection with such proceeding;

(2) such person is successful in such a defense, or such proceeding is terminated by settlement and he/she has not acted willfully or without reasonable cause with to the act or failure to act which led to liability for tax under said Chapter 42.

d. A judgment or conviction in a criminal action, suit or proceeding or termination of such proceeding by a plea of nolo contendere or its equivalent shall not be deemed an adjudication that the director, officer or employee is liable for negligence or misconduct in the performance of his/her duties to the Society if it shall be determined that the action complained of on the part of the director, officer or employee was taken in good faith in what he/she considered to be the best interests of the Society and on the reasonable assumption of its legality.

e. As used in this by-law, the words "it shall be determined" mean that the matter in question shall be determined either (i) by a court order, or (ii) by a majority of those directors who are not parties to the suit, action or proceeding in which the matter is involved, or (iii) by independent counsel selected by (x) a majority of the directors who are not such parties, or (y) a majority of disinterested members of the Society or (z) a judge of the U.S. District Court located in Washington, D.C.

f. The foregoing rights of indemnification shall not be exclusive of any other rights which any director, officer or employee may have as a matter

of law. The foregoing rights of indemnification shall, in the case of the death of a director, officer or employee, inure to the benefit of his/her successors.

g. Notwithstanding the foregoing, the Society shall not indemnify any director, officer, or employee of the Society if such indemnification shall constitute an act of self-dealing under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code).

#### **ARTICLE XX- EFFECTIVE DATE OF NOTICES**

The date of all written notices shall be that of the postmark affixed by the post office, or date the mailing is received by the post office for processing, or the written date of pickup from the sender by a bona fide express company or messenger service or the date printed by the facsimile machine of the receiver or appearing on any electronic mail (e-mail) message.

#### **ARTICLE XXI - INCORPORATION AND RECORDING**

[Article XXI] Section 1. Incorporation.

a. The Certificate of Incorporation and the original Articles of Incorporation of the Theatre Historical Society of America were registered on January 26, 1972 by the Government of the District of Columbia, Department of Consumer and Regulatory Affairs.

b. The Society is qualified to conduct business in the Commonwealth of Pennsylvania, where its headquarters is currently located.

[Article XXI] Section 2. Recording.

All revisions in the bylaws shall, after adoption per Article XV, be forwarded to all applicable government entities for recording, as required.