

**AMENDED AND RESTATED BY-LAWS OF THE SOCIETY OF  
AMERICAN PERIOD FURNITURE MAKERS  
Board Approved 30 September 2018**

ARTICLE I  
Name and Purposes

The name and purposes of the Corporation shall be as set forth in the Articles of Incorporation. These By-Laws, the powers of the Corporation and its Directors and members, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation. All references in these By-Laws to the Articles of Incorporation of the Corporation are to the Articles as they may from time to time be amended or restated.

ARTICLE II  
Members of the Corporation

Section 1. Membership Eligibility.

The members of the Corporation shall be all persons who are current in the payment of dues and have confirmed their willingness to adhere to the rules and regulations of the Corporation as they may be from time to time established pursuant to the Articles of Incorporation and these By-Laws.

Section 2. Membership Classification.

The classes of membership in the Corporation shall be:

- A. Individual Membership - All individuals who are current in payment of dues and who are not members of another classification.
- B. Student Membership - Individuals current in the payment of dues who are under the age of thirty (30) and attending full time an accredited educational institution of higher learning.
- C. Joint Membership - Multiple individuals who are members of the same household.
- D. Institutional Membership - Non-profit organizations.
- E. Business Membership - For-profit organizations.
- F. Benefactor - A person that has made donations over a threshold specified by the Board of Directors.
- G. Honorary Membership - Distinguished persons determined by the Board of Directors who shall be members for their lifetime.

- H. Life Member – Individuals who are members for life. (Through 31 October 2018 individual members could become Life members by upgrading their membership. Lifetime members current or on installment plans as of that date will continue to be Lifetime members.) The Board of Directors may bestow a Life membership to individuals who receive the SAPFM Cartouche Lifetime Award.

### ARTICLE III

#### Membership Termination

Any member whose membership is terminated by the Board of Directors involuntarily may not be reinstated as a member except by action of the Board of Directors. A membership in the Corporation may be terminated by:

- A. Voluntary resignation by the member.
- B. Non-payment of dues
- C. A determination by the Board of Directors that a member has violated the rules and regulations of the Corporation in a material way.

### ARTICLE IV

#### Meetings of Members

##### Section 1. Annual Meetings.

The annual meeting of the members shall be held on the third Thursday of January of each year or such other date as the Board of Directors shall determine. The matters to be brought before the annual meeting shall be specified by the Directors.

##### Section 2. Special Meetings.

A special meeting of the members may be called at any time by a majority of the Directors acting by vote, by written instrument, or by other instruments signed by them. A special meeting of the members shall be called upon the written application of twenty percent (20.0%) or more of the members then in good standing. Such call shall state the time, place, and purposes of the meeting.

##### Section 3. Place of Meetings.

All meetings of the members shall be held within the Greater Williamsburg area in Virginia or such other location as the Board of Directors shall determine.

##### Section 4. Notice of Meetings.

A written notice of the place, date, and hour of all meetings of members, stating the purposes of the meeting, shall be delivered not less than sixty (60) days (unless a different period of notice is required by law) before the meeting to each member by leaving such notice with him at his residence or usual place

of business, by mailing (postage prepaid) and addressed to such member at his physical or email address as it appears in the records of the Corporation. Such notice shall be delivered by the President, Secretary, Officers, or persons calling the meeting. Whenever notice of a meeting is required to be given, a member under any provision of law, the Articles of Incorporation, these By-Laws, or a written waiver thereof, executed before or after the meeting by such member or his attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

#### Section 5. Quorum.

At any meeting of the members, a quorum for the consideration of any question shall consist of one percent (1.0%) of the members then in good standing. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice.

When a quorum for the consideration of a matter is present at any meeting, a majority of the votes properly cast upon the question shall decide the question except in any case where a larger vote is required by law or by the Articles of Incorporation.

#### Section 6. Proxies and Voting.

Each member shall have one (1) vote. Members entitled to vote may vote in person or by proxy. No proxy shall be valid after eleven (11) months from its date unless otherwise provided in the proxy. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise with the burden of proving invalidity resting on the challenger. Proxies shall be filed with the Secretary, or person performing the duties of Secretary at the meeting, or any adjournment thereof, before being voted.

### ARTICLE V Board of Directors

#### Section 1. Enumeration, Election and Term of Office.

The Corporation shall have a Board of up to twelve (12) Directors. The number of Directors may be increased or decreased from time to time by amendment of these By-Laws, but the number of Directors shall in no event be less than three (3). The Directors shall be elected by the members according to the following procedure:

- A. The Nominating Committee shall report to the Secretary of the Corporation by September 20 of each year the names of the members which it nominates for election as Directors. The Nominating Committee shall forward to the Secretary a brief biographical sketch for each nominee.
- B. Any member that has not been nominated by the Nominating Committee who wishes to be a candidate for election as a Director of the Corporation shall submit by October 1 a brief biographical sketch to the Secretary of the Corporation and confirm his candidacy.

- C. As soon as practical after October 1, the Secretary of the Corporation will distribute by email to all of the members of the Corporation a list of the candidates for election as Director and a brief biographical sketch for each candidate.
- D. In the event that the number of resultant candidates equals the number of impending vacancies on the Board, then the candidates shall be considered as having been elected to the Board and the membership shall be so notified.
- E. In the event the number of resultant candidates is less than the number of impending vacancies on the Board, then the candidates shall be considered as having been elected to the Board. The remaining vacancies shall be filled by the President and the Board as provided in Article VII, Section 3 Vacancies. The membership shall be so notified.
- F. The deadline for acceptance of a candidate to stand for election is 5PM Eastern Standard time, October 1. The submission must be delivered on or before the deadline via electronic email.
- G. Voting by the members shall be by a secure and confidential online mechanism approved by the Board of Directors from October 15 to November 1.
- H. On November 2, the votes will be counted. Those candidates with the greatest number of votes will be elected to fill any vacancies occurring in the Board of Directors as of the subsequent January 1. In the event of a tie, the winner will be decided by flip of a coin.
- I. Each Director shall serve for a term of three (3) years commencing January 1 after his election and until his successor is chosen and qualified or until he sooner dies, resigns, is removed or becomes disqualified. The only exception to the three year rule is that any board member elected to the office of VP/PE will have his service extended to cover the three years of service as VP/PE, President, and IPP. This may supersede rule K once per individual.
- J. All Directors must be members of the Corporation.
- K. No person can serve as a director for more than 9 years in any 12 year period.

#### Section 2. Powers

The business of the Corporation shall be managed by the Board of Directors, which shall exercise all the powers of the Corporation.

#### Section 3. Meetings of Directors.

- A. The annual meeting of the Board of Directors shall be held on the third Wednesday in January of each year or at such other time and date thereafter as the Board of Directors shall determine.

Regular meetings of the Directors may be held with reasonable notice when practical at such places and at such times as may be fixed from time to time by the Directors.

- B. Special meetings of the Directors may be called by the President, or any three (3) or more Directors and shall be held at such time and place as is specified in the call. Reasonable notice of each special meeting of the Directors shall be given to each Director by the Secretary, or if there shall be no Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, as the case may be, either by such person as he may designate or by the Officer or the Directors calling the meeting. Notice to a Director shall in any case be sufficient if sent by electronic mail or if given to him in person or by telephone at least forty-eight (48) hours before any meeting. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement that the meeting is not lawfully called or convened. A notice or waiver of notice need not specify the business to be transacted at nor the purposes of the meeting.

Section 4. Quorum of Directors.

- A. At any meeting of the Directors, a quorum for any election or for the consideration of any question shall consist of a majority of the Directors then in office, provided, however, that in no event shall a quorum consist of less than one-third (1/3) of the number of Directors fixed in Article V, Section 1 of these By-Laws.
- B. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice.
- C. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office and shall decide any question brought before such meeting, except in any case where a larger vote is required by law or by these By-Laws.

Section 5. Consent in Lieu of the Meeting; Participation in Meetings by Communications Equipment.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors at a meeting. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by which means all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 6. Committees. The Corporation shall have the following standing committees. The Directors may establish other committees and may delegate to any such committee some or all of their powers except those which by law may not be delegated.

- A. Cartouche Selection Committee

- B. Finance Committee
- C. Major Events Committee
- D. Educational Grant Committee
- E. Editorial Board
- F. Technology Committee
- G. Outreach Committee
- H. Nominating Committee
- I. Chapter Support Committee

ARTICLE VI  
Officers

Section 1. Enumeration, Election and Terms of Office.

- A. The Officers of the Corporation shall include the President, Vice President/President Elect (VP/PE), Immediate Past President (IPP), Treasurer, and Secretary. The Officers shall be nominated from and elected by the current members of the Board of Directors at an annual election. Each of them shall hold office until the next annual election to the office which such person holds, until a successor is chosen and qualified, or until such person sooner dies, resigns, is removed, or becomes disqualified.
- B. The Directors may at any time appoint such other Officers, including more Vice Presidents and subordinate officers (including Assistant Treasurers and Assistant Secretaries) as they deem wise and may determine their respective powers, duties and terms of office.
- C. All Officers shall be Directors. The same person may hold more than one (1) office except that the President, Vice President/President Elect, and Immediate Past President shall not hold any other office.

Section 2. President

- A. The President, being subject to the control and direction of the Board of Directors, shall execute the policies of the Board and be responsible for the supervision, operations, and control of the affairs of the corporation.
- B. The President shall preside at all meetings of the Directors and members of the Corporation.

- C. The President may authorize emergency or special expenditures not to exceed Five Hundred and No/100 Dollars (\$500.00) in any one instance and sign checks for debts incurred by the Corporation in the event that the Treasurer is unavailable.
- D. The President will become Immediate Past President at the next annual election of Officers by the Board.

### Section 3. Vice President/President Elect

- A. The Vice President/President Elect shall act for the President when he or she is unable or unavailable to act on behalf of the Corporation and shall be at all times subject to the control and direction of the Directors.
- B. The Vice President/President Elect will undertake to “understudy” the President as a matter of training for being elected as President for the subsequent year. Thus the VP/PE shall become oriented to all the duties and responsibilities of the President.
- C. The Vice President/President Elect will be assigned specific duties appropriate to helping the President fulfill his role.
- D. The Vice President/President Elect will become President at the next annual election of Officers by the Board.

### Section 4. Immediate Past President (IPP)

- A. Any President is expected to be elected to Immediate Past President at the next annual election of Officers by the Board.
- B. The Immediate Past President will be a member of the Nomination Committee such that he can use his past knowledge of key SAPFM members, and his knowledge of the working processes and procedures of SAPFM, to help recruit future Board members, and Key Committee Chairs
- C. The Immediate Past President will assist the President as appropriate.

### Section 5. Treasurer.

The Treasurer shall have the custody of the funds and valuable books and papers of the Corporation, except such as are directed by these By-Laws to be kept by the Secretary. The Treasurer shall perform all other duties usually incident to his office and shall be at all times subject to the control and direction of the Directors. The Treasurer shall:

- A. Collect all monies due the Corporation, disburse the same, and keep accurate records of all financial transactions.
- B. Present a report of balance sheet and expenditures vs quarterly budget at each regular meeting of the Board of Directors and the annual meeting of the members.

- C. Provide an annual financial statement at the annual meeting of the members or within sixty (60) days following the end of each calendar year.
- D. Sign all checks for debts incurred by the Corporation that have been approved by the Board of Directors.
- E. Authorize emergency or special expenditures not to exceed Five Hundred and No/100 Dollars (\$500.00) in any one instance.

Section 6. Secretary.

The Secretary shall:

- A. Record all proceedings of the members and minutes of all Board meetings in a book to be kept therefore. The Secretary shall be at all times subject to the control and direction of the Directors.
- B. Be responsible for working with all officers, committee chairs, and editors (*American Period Furniture* and *Pins and Tales*) to index and store all SAPFM documentation in a globally accessible storage system as authorized by the Board.

ARTICLE VII

Resignations, Removals and Vacancies

Section 1. Resignations.

Any Director or Officer may resign at any time by delivering his resignation in writing to the President, the Secretary, or to a meeting of the Directors. Such resignation shall take effect at such time as is specified therein, or if no such time is so specified then upon delivery thereof to the President, the Secretary, or to a meeting of the Directors.

Section 2. Removals.

- A. Directors may be removed with or without assignment of cause by vote of not less than 20% of the total number of members in good standing. Such vote may only be taken at a meeting duly called for such purpose.
- B. The Directors may terminate or modify the authority of any agent or employee.
- C. The Directors may remove any Officer from office with or without assignment of cause by vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 3. Vacancies.



- A. Except as otherwise provided in the Articles of Incorporation, any vacancy on the Board of Directors may be filled by a nomination on the part of the President and a vote of a majority of the remaining Directors for the unexpired term. Unfilled vacancies in the Board of Directors shall be filled by the next subsequent election, or by a vote of the members at a duly called meeting.
- B. If the office of any Officer becomes vacant, the Directors may choose and appoint a successor by vote of a majority of the Directors present at the meeting at which such choice of appointment is made.
- C. Each such successor shall hold office for the unexpired term of the predecessor until his successor shall be chosen or appointed and qualified, or until he sooner dies, resigns, is removed, or becomes disqualified.

## ARTICLE VIII

### Chapters

#### Section 1. Definition and Purpose.

A chapter of the Corporation is a group of members typically within geographical proximity or by commonality of interest organized for the purpose of promoting educational and social activities consistent with the purposes of the Corporation.

#### Section 2. Charter.

Chapters shall operate in accordance with a charter approved by the Board of Directors.

#### Section 3. Corresponding Secretary.

Each chapter must designate a Corresponding Secretary who will be responsible for posting chapter agendas and meeting minutes on the forum designated by the Corporation for that purpose.

#### Section 4. Official Contact.

Each chapter shall designate an official contact person who will communicate with the Board of Directors concerning matters relating to the chapter.

#### Section 5. Activities.

All chapter activities must be conducted in compliance with the rules and regulations, By-Laws, and Articles of Incorporation of the Corporation. No chapter or member of any chapter is an agent of the Corporation for any purpose. No chapter or member of any chapter may bind the Corporation or take any action on its behalf.

## ARTICLE IX

### Indemnity

Section 1. Indemnification of Directors.

- A. Each person now or hereafter being a director or officer of the Corporation (and his heirs, executors, and/or administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a director or officer of the Corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director or officer.
  
- B. Board members who benefit from such indemnification shall be entitled to receive payment for indemnified costs as incurred, upon presentation of invoices to the Corporation's Secretary or President, provided that such members agree in writing to refund any indemnification payments if they are ultimately adjudged liable for gross negligence or willful misconduct. In the event of any other judgment against such director or officer or in the event of a settlement, the indemnification shall be made unless the Corporation shall be advised, by independent counsel (to be appointed by the Board of Directors), that in its or his opinion such director or officer was guilty of gross negligence or willful misconduct in the performance of his duty. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such rights of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any agreement or otherwise.

ARTICLE X

Miscellaneous Provisions

Section 1. Execution of Papers.

All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts, and other obligations authorized to be executed on behalf of the Corporation shall be signed by the President or the Treasurer, except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities.

Except as the Directors may generally or in particular cases otherwise determine, the President or the Treasurer may on behalf of the Corporation waive notice of any meeting of stockholders or shareholders of any other Corporation, or of any association, trust or firm of which any securities are held by this Corporation, and may appoint any person or persons to act as proxy or attorney-in-fact for the Corporation, with or without power of substitution, at any such meeting.

Section 3. Corporate Seal.

The seal of the Corporation shall be a circular die with the name of the Corporation, the word "Virginia", and the year of its incorporation cut or engraved thereon, or shall be in such other form as the Board of Directors may from time to time determine.

Section 4. Corporate Records.

The original, or attested copies, of the Articles of Incorporation, By-Laws, records of all meetings of incorporators, Board of Directors, and member meetings, and the names and addresses of all members and of the Board of Directors shall be kept at the Corporation's registered office or at an office of the Secretary. Said copies and records need not all be kept in the same office.

Section 5. Fiscal Year.

Except as from time to time may otherwise be determined by the Directors, the fiscal year of the Corporation shall be the twelve (12) months ending on March 31.

ARTICLE XI  
Amendments

These By-Laws may at any time be amended or repealed by the Board of Directors.