

THE QUESTERS

Articles of Incorporation

And

International Bylaws



2020

Previous Revisions

1958, 1962, 1967, 1972, 1977, 1981,

1983, 1991, 1998, 2010

**INTERNATIONAL BYLAWS
2020 REVISION**

Table of Contents

Founder	i
Articles of Incorporation	i
Beneficiary.....	i
International Bylaws.....	1
ARTICLE I NAME AND OFFICE OF THE CORPORATION	1
ARTICLE II PURPOSES.....	1
ARTICLE III TAX EXEMPT STATUS AND FUNDRAISING	1
ARTICLE IV INTERNATIONAL ORGANIZATION.....	1
ARTICLE V DISTRIBUTION OF NOTICES AND BOARD VOTING	2
ARTICLE VI MEMBERSHIP	2
ARTICLE VII INTERNATIONAL DUES	3
ARTICLE VIII ELECTED OFFICERS OF THE INTERNATIONAL EXECUTIVE BOARD	3
ARTICLE IX DUTIES OF INTERNATIONAL EXECUTIVE OFFICERS	4
ARTICLE X INTERNATIONAL ELECTIONS.....	5
ARTICLE XI INTERNATIONAL EXECUTIVE BOARD	6
ARTICLE XII INTERNATIONAL COMMITTEES	6
ARTICLE XIII INTERNATIONAL COUNCIL.....	6
ARTICLE XIV INTERNATIONAL CONVENTION	7
ARTICLE XV CHARTERED STATES AND PROVINCES.....	7
ARTICLE XVI UNCHARTERED STATES AND PROVINCES.....	9
ARTICLE XVII CHAPTERS.....	9
ARTICLE XVIII FISCAL POLICIES AND CONTRACTS	10
ARTICLE XIX REVOCATION OF MEMBERSHIP OR CHARTER	11
ARTICLE XX AMENDMENTS AND REVISIONS	11
ARTICLE XXI INDEMNIFICATION	12
ARTICLE XXII DISSOLUTION.....	12
INDEX.....	13

Founder
Jessie Elizabeth Bardens
1887-1963

THE QUESTERS, A PENNSYLVANIA NONPROFIT CORPORATION
ARTICLES OF INCORPORATION AS AMENDED THROUGH JULY 31,2019

First: The name of the corporation is "THE QUESTERS."

Second: The location and post office address of this registered office shall be at such a place as its International Executive Board shall determine; currently the registered office is 210 South Quince Street, Philadelphia, Pennsylvania, 19107.

Third: **Section 1.** The purposes of THE QUESTERS shall be: to educate its members and the public with respect to places, objects or events of historical significance; to support education in the fields of historic preservation and restoration; to support preservation and restoration; and to support such other related tax-exempt activities as the International Executive Board (IEB) may approve by resolution adopted by at least two-thirds of the membership of the IEB.

Section 2. THE QUESTERS shall exist and operate as a non-profit, non-political corporation and shall not discriminate as to sex, race, or creed.

Fourth: The term for which the corporation is to exist is perpetual.

Fifth: The corporation is organized and shall be operated exclusively for charitable and educational purposes. The corporation shall not contemplate nor shall there inure pecuniary gain or profit, incidental or otherwise, to its members.

Sixth: The corporation is organized on a non-stock basis.

Seventh: No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and neither the corporation or any related or subordinate body, may participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

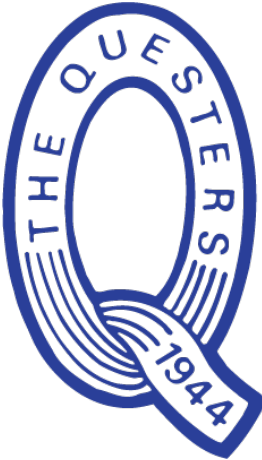
Eighth: The amount of assets which the corporation has to start its corporate function is \$100.00 classified as to personal property.

Ninth: In the event of the dissolution of THE QUESTERS, any assets remaining after paying or making provision for the payment of all of the liabilities of THE QUESTERS shall be transferred and paid over to the National Trust for Historic Preservation, Washington, D.C., provided that the same is then in existence and is then organized and operated exclusively for such purposes as shall qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or

corresponding provision of any future United States Internal Revenue Law) and if the National Trust for Historic Preservation is not then in existence, or is not so qualified, then to an organization identified by the IEB that is similar in purpose to the National Trust for Historic Preservation, and that is then in existence and is then organized and operated exclusively for such purposes as shall qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Incorporators:

- Jessie E. Bardens (Seal)
- Evelyn D. Walt (Seal)
- Doris S. Radcliffe (Seal)
- Irene M. Kent (Seal)
- Evelyn G. Stenton (Seal)



THE QUESTERS INTERNATIONAL BYLAWS-REVISION 2020

ARTICLE I NAME AND OFFICE OF THE CORPORATION

The name of this corporation is "THE QUESTERS" founded in 1944, incorporated in February 1953, with the Articles of Incorporation and Bylaws filed in the State of Pennsylvania. The principal office, known as Headquarters, shall be in Pennsylvania.

ARTICLE II PURPOSES

Section 1. The purposes of THE QUESTERS shall be: to educate its members and the public with respect to places, objects or events of historical significance; to support education in the fields of historic preservation and restoration; to support preservation and restoration; and to support such other related tax-exempt activities as the International Executive Board (IEB) may approve by resolution adopted by at least two-thirds of the membership of the IEB.

Section 2. THE QUESTERS shall exist and operate as a non-profit, non-political corporation and shall not discriminate as to sex, race, or creed.

ARTICLE III TAX EXEMPT STATUS AND FUNDRAISING

Section 1. No member, chapter or other organizational units of the corporation shall use the name of THE QUESTERS or its membership lists for personal profit. Membership lists or other member information may not be made available in any form to non-members or other organizations. The corporation shall not promote the private commercial interest of any member except to acknowledge authorship of published research.

Section 2. Members shall not benefit financially by virtue of membership in THE QUESTERS.

Section 3. No organizational unit (defined in ARTICLE IV, Section 2) formed under the direction or approval of THE QUESTERS shall (a) own or maintain real or personal property except for office equipment, (b) apply for a sales tax exemption number in the name of such organizational unit of THE QUESTERS, or (c) be organized as a corporation.

Section 4. Each organizational unit formed under the direction or approval of THE QUESTERS may engage in fundraising activities for one or more of the purposes set forth in ARTICLE II. Fundraising activities shall be subject to reasonable rules and requirements that may be enacted by the IEB and are not inconsistent with these International Bylaws. Neither THE QUESTERS nor any organizational units shall engage in any fundraising activities in which profits are shared with individual members.

ARTICLE IV INTERNATIONAL ORGANIZATION

Section 1. The IEB shall constitute the executive body of THE QUESTERS. The IEB is composed of elected executive officers as well as the International Immediate Past President and appointed International Parliamentarian. The officers shall be elected by the members of the International Council or, in certain cases, appointed by the IEB, each as described below.

Section 2. The organizational units of THE QUESTERS shall be (a) Chartered States and Provinces with elected officers, (b) Unchartered States and Provinces with an Organizer, and (c) Chapters, including Headquarters Chapter and Special Chapters. The organizational structure of the corporation may be changed to suit the future needs of THE QUESTERS as stated in ARTICLE XX.

Section 3. Each organizational unit shall abide by these International Bylaws, rules, policies, and standing resolutions of THE QUESTERS. Organizational units shall be governed as described in ARTICLE XV, ARTICLE XVI and ARTICLE XVII.

Section 4. Each organizational unit shall adopt policies that shall be consistent with and shall not contradict these International Bylaws, or the rules, policies, standing resolutions and charitable purposes of THE QUESTERS. All operational and policy decisions of the organizational units requiring Board action shall be carried out in accordance with the adopted policies. A copy of these policies shall be filed at Headquarters.

Section 5. The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern THE QUESTERS in all cases to which they are applicable and in which they are not inconsistent with these International Bylaws and Policies that THE QUESTERS may adopt.

Section 6. The official insignia shall be THE QUESTERS with the stylized design of a “Q” on which shall be inscribed the words “THE QUESTERS” and the date of founding, “1944.”

ARTICLE V DISTRIBUTION OF NOTICES AND BOARD VOTING

Section 1. Any notice or other communication may be sent using mail, e-mail, facsimile transmission (FAX), or any other means that results in a visual copy of the communication using the member’s current contact information. Any member may request that all communications sent to him or her be sent by United States Postal Service.

Section 2. Any action required or permitted to be taken at any meeting of a Board, including the IEB, may be taken without a physical meeting. Each member of the applicable Board must consent in writing or by email or other electronic transmissions to such action. Copies of each such consent shall be filed with the minutes of the meetings of that body.

ARTICLE VI MEMBERSHIP

Section 1. Members of THE QUESTERS shall be individuals who support the purposes of the organization, agree to abide by these International Bylaws, rules, policies, and standing resolutions and are affiliated with the International organization. Members shall belong to one or more of the classes of membership listed below in Section 2.

Section 2. Classes of Membership:

- A. An Active Member is a dues-paying member entitled to all privileges. A member may be an Active Member in only one chapter at a time.
- B. An Inactive Member is a former Active Member who is unable to assume the responsibilities of active membership. The Inactive Member is a non-voting, non-office holding member who is required to pay International dues. The Inactive Member must pay chapter dues if required by chapter policies.
- C. An Associate Member must be an Active Member in another chapter. A member may be an Associate Member in more than one chapter. In accordance with chapter policies, an Associate Member may be required to pay chapter dues but does not pay International dues in a chapter in which he or she is an Associate Member. An Associate Member may be an officer and may vote on Chapter issues only, not state, provincial or International issues according to their Chapter Policies.
- D. An Honorary Member is so designated by a two-thirds affirmative vote of the full active membership of a chapter. An Honorary Member’s International dues are paid by the chapter.

- E. An Honorary Life Member is a Past International President who has served a full term in office and for whom no International dues are required. An Honorary Life Member is a voting member of the International Council and may be an Active Member of one chapter and an Associate Member of more than one chapter.
- F. A Headquarters Member or Special Chapter Member is a dues-paying member entitled to all privileges. If the member is from a Chartered State or Province, then his or her portion of allocated State or Provincial dues returns to that State or Province.

Section 3. An Active Member in good standing in any chapter may be entitled to transfer active membership from one chapter to another, without loss of International dues, upon written notice to Headquarters. Such transfer of membership may be accepted for the required membership in creating a new chapter. However, no chapter is obligated to accept a member from another chapter. Memberships are neither transferable from one person to another nor refundable.

Section 4. In a Chartered State or Province, the Chapter Treasurer shall notify the State or Provincial Treasurer immediately of any change in membership status or change of address. Upon receipt, the State or Provincial Treasurer shall forward immediately to Headquarters any change in membership status or change of address. In an Unchartered State or Province, the Chapter Treasurer shall forward immediately to Headquarters any change in membership status or change of address.

Section 5. A member who shares knowledge with other members of THE QUESTERS shall receive no remuneration beyond reimbursement of travel expenses.

ARTICLE VII INTERNATIONAL DUES

Section 1. Annual International dues of members shall be reviewed when deemed necessary and shall be determined by the IEB. International dues are neither refundable nor prorated. The dues shall be allocated as follows:

- A. The International Preservation and Restoration Fund;
- B. The costs of publishing *The Quester Quarterly*;
- C. The per capita allotment to the Chartered State or Provincial organizations;
- D. The operation of Headquarters;
- E. All other general and administrative expenses.

Section 2. Members shall pay their annual International dues to THE QUESTERS through their Chapter Treasurer by April 1 each year. A member's failure to pay annual dues by the end of THE QUESTERS fiscal year, May 31, will result in forfeiture of membership.

ARTICLE VIII ELECTED OFFICERS OF THE INTERNATIONAL EXECUTIVE BOARD

Section 1. The IEB Officers shall be President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 2. No more than two Active Members from the same State or Province may serve on the IEB at the same time, including the Immediate Past President and Parliamentarian.

Section 3. To be eligible for the above offices:

- A. A candidate must be an Active Member in good standing and have served a full term as any of the following: chapter officer, elected member of a State or Provincial Executive Board, International Chair, State, Provincial or International Parliamentarian, or Organizer in an Unchartered State or Province.
- B. To serve as President or First Vice President, a candidate must have served one full term as an International officer or International Parliamentarian.
- C. A candidate from a Chartered State or Province must have the endorsement of the State or Provincial Board. Each candidate must be endorsed by the candidate's chapter and by two additional chapters. A candidate from an Unchartered State or Province must have the endorsement of his or her chapter and two additional International Council Members.

Section 4. In case of a vacancy in the office of President, the First Vice President shall complete the unexpired term of the President. In the event the First Vice President is unable to assume the office of President, the IEB shall select a member to complete the unexpired term. In case of a vacancy in any other executive office, the IEB shall select a member to complete the unexpired term.

Section 5. The President, First Vice President, and Corresponding Secretary shall be elected in even-numbered years and the Second Vice President, Third Vice President, Recording Secretary and Treasurer shall be elected in odd numbered years. All shall serve for a term of two years or until their successors are elected. Newly elected officers shall assume their duties on June 1.

ARTICLE IX DUTIES OF INTERNATIONAL EXECUTIVE OFFICERS

Section 1. The officers shall perform the duties of their office as prescribed in the International Bylaws, the International Policies, and the current job description of the office. All members of the IEB are expected to attend all meetings of the IEB and International Council unless excused by the President.

Section 2. The President shall be the chief executive officer and shall exercise general supervision of the interest and welfare of THE QUESTERS. The President shall preside at all meetings of the IEB and International Council. The President shall be an ex-officio member of all committees except the Nominating Committee. When attending a meeting as an ex-officio member, the President has the same rights as other members of the committee but is not counted in the quorum.

Section 3. The First Vice President is the International membership organizer. The First Vice President shall perform the duties of the President in the absence or incapacity of the President.

Section 4. The Second Vice President shall direct, manage, and promote THE QUESTERS resources for education and research.

Section 5. The Third Vice President shall maintain the membership credentials file and oversee THE QUESTERS Scholarship and Fellowship Master's Degree Programs.

Section 6. The Recording Secretary shall keep the minutes of the meetings of the IEB and the International Council.

Section 7. The Corresponding Secretary shall attend to all correspondence that does not specifically relate to the other offices.

Section 8. The Treasurer shall keep an account of all receipts and expenditures and pay bills as directed by the IEB. This officer shall maintain accounts in the name of THE QUESTERS at depositories designated by the IEB.

Section 9. The officers shall perform any other duties assigned to them by the President or the IEB.

ARTICLE X INTERNATIONAL ELECTIONS

Section 1. Composition of the International Nominating Committee:

- A. The International Nominating Committee shall consist of five members, no two of whom shall be from the same State or Province. No State or Province shall have a member serving on the International Nominating Committee for two consecutive years. At the Annual International Council Meeting, the IEB shall present a slate of nominees for election to the Committee, with one nominee designated as Chair. Further nominations may be made from the floor. Committee membership will be determined by a majority vote of the Council members present. If there are no additions to the slate presented, the vote shall be by a show of hands. In a contested election, the vote shall be by ballot.
- B. The Immediate Past International President shall serve as an advisor to the International Nominating Committee Chair.
- C. Any International Nominating Committee member wishing to be considered for office shall resign immediately from the Nominating Committee. The IEB shall appoint a member to fill the vacancy on the committee.

Section 2. Nomination Procedure:

- A. The International Nominating Committee shall present one candidate for each International office.
- B. An International Council member has the privilege of endorsing a candidate to the International Nominating Committee by November 1 of each year. Chapter Presidents must have the approval of their Chapter for their endorsement.
- C. To be eligible for consideration, a candidate must satisfy the requirements specified in ARTICLE VIII. All endorsements shall be in writing and sent to the International Nominating Committee Chair.
- D. The ballot shall be prepared under the direction of the International President on receipt of the report from the Nominating Committee Chair. It will be sent to each Council member no later than January 15. Spaces shall be provided on the election ballot for write-in candidates who have supplied proper credentials and endorsements to the IEB.

Section 3. The Election Teller shall be appointed by the International President subject to the ratification by the IEB. The Election Teller shall recommend to the International President, for IEB approval, two assistant tellers to help count the ballots. The Election Teller shall notify the newly elected officers and the International President of the election results by March 25.

Section 4. Each member of the International Council is entitled to cast only one ballot. The vote shall be by mail or email. In all cases, when casting the ballot, Chapter Presidents shall follow the recommendations of their chapters. Only in the case of a Chapter President, serving in a second council position with voting rights, may a second ballot be cast. If an office is served by co-officers, only one vote shall be cast by that office.

Section 5. Ballot Procedure:

- A. For the ballot to be valid, it must be returned to the International Teller postmarked or received no later than March 15.
- B. Each candidate shall be elected by a majority vote of the valid ballots returned.

- C. If for any reason a majority of the ballots mailed or sent are not returned to the International Teller postmarked or received by March 15, the IEB shall direct the International Teller to prepare for the election of International Officers at the next Annual International Council Meeting using paper ballots. Nominations from the floor shall be accepted only for vacancies on the proposed slate. All nominees' credentials shall be on file with the IEB.

ARTICLE XI INTERNATIONAL EXECUTIVE BOARD

Section 1. The IEB shall consist of the elected officers, the Immediate Past President, and the appointed Parliamentarian. The Immediate Past President and the appointed Parliamentarian shall be advisory non-voting members.

Section 2. The IEB shall have the authority to direct the affairs of the organization between meetings of the International Council.

Section 3. The IEB may employ a qualified person called the Headquarters Administrator to manage the Headquarters' office. The IEB may employ additional staff as needed within the allowances approved in the annual budget.

The Headquarters Administrator shall:

- A. Report to and consult with the President during and between meetings of the IEB;
- B. Perform the duties of the position as detailed in the job description approved by the IEB.

Section 4. The regular meetings of the IEB shall be held three times a year upon fifteen (15) days written notice. One of these meetings shall immediately precede the Annual International Council Meeting. Special meetings or conference calls may be called by the President or upon written request of a majority of officers of the IEB. Fifteen (15) days written notice is required for special meetings.

Section 5. At the first meeting of the fiscal year, the IEB shall review the annual budget as proposed by the Finance Committee. The proposed budget may be amended prior to its adoption by the IEB.

Section 6. A simple majority of elected officers shall constitute a quorum.

ARTICLE XII INTERNATIONAL COMMITTEES

Section 1. All chairs of International committees, except for the Nominating Committee, shall be appointed by the President, subject to the ratification by the IEB. The IEB may establish additional committees or eliminate one or more of them.

Section 2. There shall be certain International Standing Committees, which may include: Preservation and Restoration, *The Quester Quarterly* Editor, Website Editor, Membership, Finance and International Convention Chairs.

Section 3. Special committees are appointed to serve a specific purpose and cease to exist upon completion of the assignment and presentation of a final report. Special committees may include but are not limited to: Founder's Award, Teller, International Bylaws and Nominating Committee.

ARTICLE XIII INTERNATIONAL COUNCIL

Section 1. The members of the International Council who are eligible to vote shall be the elected members

of the IEB, current appointed Chairs of International Standing Committees, Past International Presidents, Chartered State or Provincial Presidents (or designated alternates), Unchartered State or Provincial Organizers (or designated alternates), and Chapter Presidents (or designated alternates).

Section 2. A member of the International Council is entitled to cast only one ballot containing one vote, except as provided above, in ARTICLE X, Section 4.

Section 3. An International Council meeting shall be held annually, the time and location to be determined by the International President with the approval of the IEB. The Annual International Council Meeting shall consist of the Annual Report of Actions of the IEB. Reports limited to two (2) minutes each will be from: Headquarters Administrator, Nominating Committee Chair, International Officers, Chairs of the International Standing Committees, State or Provincial Presidents and Organizers of Unchartered States or Provinces. The Council shall also transact any other business of THE QUESTERS. Any additional business or reports to be considered shall be approved by the IEB prior to the opening of the Council Meeting.

Section 4. Upon a written petition signed by twenty (20) percent of the Council members, a special meeting of the Council shall be called within thirty (30) days after receipt of the petition by the IEB. Special meetings of the Council may also be called at the direction of the IEB.

Section 5. Five (5) percent of the total number of members of the International Council shall constitute a quorum.

ARTICLE XIV INTERNATIONAL CONVENTION

Section 1. THE QUESTERS may hold an International Convention on the date and in the place to be approved by the IEB. If a convention is held, the Annual International Council Meeting shall occur during the convention. The IEB may appoint an International Convention Chair to conduct an International Convention in any State or Province with a Quester chapter.

Section 2. Activities during an International Convention may include:

- A. President's Reception/Banquet and the Luncheon, Early Bird, Workshops, Open Forum, Bess Bardens Seminars and Tours;
- B. Installation of incoming officers, announcement of the Founder's Award winner, and awarding in even years the Preservation and Restoration Grants;
- C. The State and Provincial Presidents' Conference as well as the Future International Convention Chairs' Conference.

ARTICLE XV CHARTERED STATES AND PROVINCES

Section 1. The functions of the State or Provincial organization shall be to further the purposes of THE QUESTERS and to aid in its administrative functions.

Section 2. The State or Provincial organization shall be governed exclusively by these International Bylaws, the Policies of THE QUESTERS, and the Policies of the State or Provincial organization. A copy of the current State or Provincial Policies shall be filed at Headquarters through the International Parliamentarian.

Section 3. There may be a Subsidiary Society affiliated with the State or Provincial organization. Any Society shall be governed by the Policies of the State or Provincial organization and these International Bylaws. The purposes and guidelines of the Society shall be incorporated in the Policies of the State or Provincial organization.

Section 4. The State or Provincial Board (Board) shall consist of the elected officers, the Immediate Past State or Provincial President and the Parliamentarian. The Immediate Past State or Provincial President and the Parliamentarian shall serve as advisory, non-voting members.

Section 5. The State or Provincial Council described in Section 14 of this Article shall elect officers by a majority vote of the valid ballots returned including at least one President, Vice President, Secretary, Treasurer, and as many other officers and co-office holders as the Board deems necessary. An individual may hold more than one office simultaneously.

Section 6. To be eligible for the office of President of a Chartered State or Province, a candidate must be an Active Member and have served a full term as an officer of a chapter, a member of the Board or as a chair of a standing committee.

Section 7. Officers shall be elected for a term of two years or until their successors are elected. Offices shall be assumed June 1. The President (or designated alternate) is a voting member of the International Council. An annual report shall be given by the President (or designated alternate) at the Annual International Council Meeting.

Section 8. In case of a vacancy in the office of the President, the First Vice President shall complete the unexpired term of the President. In the event the First Vice President is unable to assume the office of President, the Board shall select a member to complete the unexpired term. In case of a vacancy in any other executive office, the Board shall select a member to complete the unexpired term.

Section 9. More than one member of a chapter may serve on the Board at any one time. A State or Provincial officer may simultaneously hold an International office or be an International committee chair.

Section 10. The President shall appoint Active Members for as many standing and other committees as the needs of the organization demands, subject to the approval of the Board.

Section 11. The Chartered States or Provinces shall:

- A. Have at least one Council Meeting a year;
- B. Use the allocated portion of each member's annual International dues for the State or Provincial organization's administrative expenses;
- C. Maintain all State or Provincial bank accounts in the name of the State or Provincial organization and under such organization's EIN number. The Board shall have oversight of all accounts;
- D. Not levy any additional dues or assessments;
- E. Not develop their own scholarships and/or fellowships;
- F. Neither modify nor countermand any action of the IEB or the International Council.

Section 12. The Chartered States or Provinces may:

- A. Fundraise with the public for their State or Provincial Preservation and Restoration project(s), International Scholarship and/or Fellowship Funds as well as what is provided in ARTICLE II, Purposes;
- B. Engage in fundraising activities within their membership to supplement their treasury or to raise funds to host an International Convention.

Section 13. The State or Provincial Treasurer must submit an IRS form 990 to Headquarters by June 30. An annual financial statement and proposed budget must be submitted to the International Treasurer by June 30. The submitted financial statements must be reviewed by a two (2) member committee or a Certified Public Accountant.

Section 14. The members of the State or Provincial Council eligible to vote shall be the elected members of

the State or Provincial Board, currently appointed committee chairs, Past State or Provincial Presidents, and the President (or designated alternate) of each chapter. If the office of president is served by co-officers, only one vote shall be cast by that office. If an officer holds two positions, they have only one vote.

Section 15. No State or Provincial Annual Council Meeting shall be scheduled within the two-week period immediately prior to or following the International Convention or Council Meeting.

ARTICLE XVI UNCHARTERED STATES AND PROVINCES

Section 1. The International First Vice President shall appoint an Organizer or Co-organizers for each Unchartered State or Province where chapters are located. An Organizer's term of appointment is two (2) years or at the pleasure of the IEB.

Section 2. The State or Provincial Organizer (or designated alternate) is a voting member of the International Council. If there are Co-organizers only one vote shall be cast by that office. An Annual Report shall be given by the Organizer (or designated alternate) at the Annual International Council Meeting and submitted in writing to the International First Vice President prior to the Annual International Council Meeting.

Section 3. When a State or Province has a minimum of one hundred (100) members, it will be encouraged to become chartered under the direction of the State or Provincial Organizer, the International President, and International First Vice President.

ARTICLE XVII CHAPTERS

Section 1. The chapters shall be governed exclusively by these International Bylaws, the Policies of THE QUESTERS, and the Policies of the State, Provincial or Chapter organization.

Section 2. Chapters are numbered in sequence as they are chartered. A chapter shall choose its individual name and submit a brief history of "What's in a Name" to be filed at Headquarters.

Section 3. Membership in a chapter shall include Active and Honorary Life Members. When provided for in the chapter policies, membership in a chapter also may include Inactive, Associate and Honorary Members as defined in ARTICLE VI of these International Bylaws.

Section 4. A minimum of six (6) Active Members is required to charter a chapter. An application for the Chapter Charter shall be accompanied by the charter fee established by the IEB and by payment of International dues. All applications shall be submitted through the State or Provincial First Vice President or the State or Provincial Organizer in Unchartered States or Provinces. If there is no Organizer, the application shall be submitted to the International First Vice President. Upon completion of the application, a charter shall be granted by the IEB through the International First Vice President.

Section 5. Each chapter shall complete and adopt the standard Chapter Policy Form.

- A. In Chartered States/Provinces, a Chapter Policy Form shall be submitted to the State/Provincial Parliamentarian for review prior to final approval by the International Parliamentarian.
- B. In Unchartered States/Provinces, a Chapter Policy Form shall be submitted directly to the International Parliamentarian.
- C. Forms will be filed at Headquarters by the International Parliamentarian.

Section 6. Fundraising:

- A. Chapters in the Chartered States or Provinces that solicit support from other chapters or from the

public for preservation and restoration projects must obtain prior written approval from the State or Provincial Board for each scheduled fundraiser and each specific preservation and restoration project.

- B. Chapters in Unchartered States or Provinces must obtain prior written approval from the IEB for each scheduled fundraiser and each specific preservation and restoration project.
- C. Chapters may engage in fundraising activities exclusively within the chapter membership to supplement their treasuries.
- D. Chapters shall not develop their own scholarships and/or fellowships but may fundraise with the public for THE QUESTERS International Scholarship and Fellowship Funds.

Section 7. Disbanding and Membership:

- A. Two-thirds of the members of a chapter may vote to disband the chapter. If a chapter votes to disband, any member wishing to stay a Quester may join another chapter, become a Headquarters or Special Chapter member, or continue the chapter if there is at least one member willing to serve as President and Treasurer.
- B. If a chapter votes to disband:
 - 1. It must notify Headquarters and the State or Provincial First Vice President and follow his or her instructions.
 - 2. Treasury funds of a disbanded chapter must be transferred to an International, State or Provincial Fund or may be donated to a local preservation or restoration project.
 - 3. The chapter's bank account must be closed.

**ARTICLE XVIII
FISCAL POLICIES AND CONTRACTS**

Section 1. The fiscal year of THE QUESTERS (International, State or Provincial, and Chapter) shall be June 1 to May 31 inclusive.

Section 2. Unless authorized by the IEB, no officer, member, or agent of THE QUESTERS shall have any power or authority to bind THE QUESTERS by any contract or to pledge its credit or render it liable financially for any purpose or for any amount.

Section 3. All furnishings, acquisitions, decorating, and/or restoration or contractual maintenance at Headquarters must have the approval of the IEB.

Section 4. The IEB shall arrange for adequate bonding of all officers and employees with access to corporate funds.

Section 5. THE QUESTERS may retain a Certified Public Accountant, who shall prepare THE QUESTERS statements, including annual balance sheets and related statements of income and expenses for each fiscal year, as well as prepare all necessary state and federal tax returns, and perform any other accounting services as the IEB shall authorize, as required.

**ARTICLE XIX
REVOCATION OF MEMBERSHIP OR CHARTER**

Section 1. The membership of any Quester or the charter of any Chapter, State or Province may be revoked by the IEB with procedures in force at the time of the alleged violation as set forth in the International Policies.

Section 2. If a member, Chapter, State or Province is accused of committing a violation of the International Bylaws and or Policies, the complaint must be submitted in writing to the International President and brought before an official meeting of the IEB for review.

Section 3. The IEB may request additional information from the complainant, the alleged violator, and/or other sources. If, after due consideration, the IEB determines by a two-thirds affirmative vote that a violation has occurred, the IEB may immediately revoke the membership or charter of the violator.

Section 4. Notice of the decision of the IEB shall be sent by certified mail to the alleged violator.

Section 5. Any legal expenses incurred by the IEB in the processing of any of the above violations shall be the responsibility of the violator.

**ARTICLE XX
AMENDMENTS AND REVISIONS**

Section 1. The IEB, by a two-thirds vote, may propose amendments or revisions to these International Bylaws. Proposed amendments or revisions to the International Bylaws shall be communicated in writing to the International Council Members at least sixty (60) days prior to a vote by the Council. The vote shall be by mail or email. For the ballot to be valid, a majority of the ballots mailed or emailed to the International Parliamentarian must be postmarked or received by the specified ballot return date. The amendments or revisions shall be adopted by the affirmative vote of two-thirds of the valid ballots returned.

Section 2. A written proposal of an amendment to these International Bylaws may be submitted by an International officer, an International chair, a State or Provincial board, or a chapter to the IEB for review at any regular meeting.

The IEB, after due consideration of the proposal, may:

- A. Decide to reformulate the proposal as an International Policy rather than recommending it for adoption as a bylaw;
- B. Submit the proposed amendment to the International Council for a vote as provided in Section 1 of this Article;
- C. Request that the submitting party withdraw or modify the proposal by providing a written explanation of the reasons for the request. A request by the IEB that a proposal be withdrawn or modified shall not preclude the IEB, in the event of resubmission of such proposal in modified form, from submitting the proposed amendment to the International Council for a vote in accordance with Section 1 of this Article.

Section 3. The International Parliamentarian shall:

- A. Appoint two assistant tellers to help count the ballots;
- B. Report the results of the vote to the IEB within ten (10) days of the specified deadline date. The approved amendments shall be in effect at the time the results of the voting are received by the IEB unless a proviso is attached to the amendment/revision stating a different effective date. Results of the vote shall be published in the ensuing issue of The Quester Quarterly.

Section 4. Any revision or amendments to the International Bylaws affecting the work of the Chapters and State or Provincial organizations shall be effective automatically without a further vote.

**ARTICLE XXI
INDEMNIFICATION**

THE QUESTERS shall, to the extent legally permissible, indemnify each person who may serve or who have served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which she/he may become involved by reason of her/his service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which she/he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the corporation; and further, provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the IEB who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive to all other rights to which a person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affect the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between THE QUESTERS and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director or employee under this Article shall apply to such officer, director, or employee with respect of those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE XXII
DISSOLUTION**

In the event of the dissolution of THE QUESTERS, any assets remaining after paying or making provision for the payment of all of the liabilities of THE QUESTERS shall be transferred and paid over to the National Trust for Historic Preservation, Washington, D.C., provided that the same is then in existence and is then organized and operated exclusively for such purposes as shall qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) and if the National Trust for Historic Preservation is not then in existence, or is not so qualified, then to an organization identified by the IEB that is similar in purpose to the National Trust for Historic Preservation, and that is then in existence and is then organized and operated exclusively for such purposes as shall qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

INDEX

AMENDMENTS AND REVISIONS	Art. XX, Sec. 1-4
BUDGET	
International	Art. XI, Sec. 3, 5
State/Provincial	Art. XV, Sec. 13
BYLAWS	
International	Art. I
	Art. XX, Sec. 1-4
State/Provincial	Art. XV, Sec. 2
Chapter	Art. XVII, Sec. 1
CHAPTER	
Application.....	Art. XVII, Sec. 4
Bylaws.....	Art. XVII, Sec. 1
Council Member.....	Art. X, Sec. 2-B, 4-B
	Art. XIII, Sec. 1, 2
Disbandment.....	Art. XVII, Sec. 7-A, 7-B
Duties.....	Art. XVII, Sec. 1, 5
Fund-raising	Art. III, Sec. 4
	Art. XVII, Sec. 6-C, 6-D
Fund-raising Approval	Art. XVII, Sec. 6-A, 6-B
Member Classification.....	Art. VI, Sec. 2 A-F
	Art. XVII, Sec. 3
Membership.....	Art. XVII, Sec. 3, 4
Name	Art. XVII, Sec. 2
Policies.....	Art. XVII, Sec. 1, 3, 5 A-C
Project Approval, P & R	Art. XVII, Sec. 6-A, 6-B
Purposes	Art. II, Sec. 1
Restrictions	Art. II, Sec. 2
	Art. III, Sec. 1-4
	Art. XVII, Sec. 6-D
Revocation of Charter	Art. XIX, Sec. 1-5
CHARTER	
Approval	Art. XVI, Sec. 3
	Art. XVII, Sec. 4
Minimum Membership.....	Art. XVI, Sec. 3
	Art. XVII, Sec. 4
Unchartered State/Province.....	Art. XVI, Sec. 3
CHARTERED STATES/PROVINCES	
Administrative Expenses	Art. XV, Sec. 11-B, 11-D, 12-B
Board	Art. XV, Sec. 4, 5, 6, 8, 9, 10, 11-C, 14
Budget	Art. XV, Sec. 13
Bylaws.....	Art. XV, Sec. 2
Council —State/Provincial.....	Art. XV, Sec. 5, 11-A, 14, 15
Council Member—International	Art. XIII, Sec. 1, 2, 3
Dues.....	Art. XV, Sec. 11-B, 11-D
Financial Statement.....	Art. XV, Sec. 13
Financial Review.....	Art. XV, Sec. 13
Fund-raising.....	Art. III, Sec. 4
	Art. XV, Sec. 12
Officers.....	Art. XV, Sec. 5-9
Policies	Art. XV, Sec. 2

Purpose	Art. XV, Sec. 1
Restrictions	Art. III, Sec. 1-4
	Art. XV, Sec. 4, 6, 11 D-F, 14, 15
State/Provincial Presidents	Art. XIII, Sec. 1,3
	Art. XIV, Sec. 2-C
	Art. XV, Sec. 4-8, 10, 14
Subsidiary Society	Art. XV, Sec. 3

COMMITTEES

Council Member	Art. XIII, Sec. 1-3
Nominating	Art. X, Sec. 1, 2
	Art. XII, Sec. 1
	Art. XIII, Sec. 3
Ratification.....	Art. XII, Sec. 1
Reports	Art. XII, Sec. 3
	Art. XIII, Sec. 3
Special.....	Art. XII, Sec. 1, 3
	Art XIII, Sec. 3
Standing.....	Art. XII, Sec. 1, 2
	Art. XIII, Sec. 1, 3

CONVENTION

Awards.....	Art. XIV, Sec. 2-B
Council Meeting	Art. X, Sec. 1-A
	Art. XIII, Sec. 3
	Art. XIV, Sec. 1
	Art. XV, Sec. 7
	Art. XVI, Sec. 2
Date	Art. XIV, Sec. 1
Events	Art. XIV, Sec. 2
Future Convention Chair’s Conference	Art. XIV, Sec. 2-C
Grants	Art. XIV, Sec. 2-B
Installation of Officers	Art. XIV, Sec. 2-B
State/Provincial Meetings	Art. XV, Sec. 15
State/Provincial Presidents’ Conference.....	Art. XIV, Sec. 2-C

CORPORATION..... Art. I

Restrictions	Art. II, Sec. 2; Art. III Sec. 1, 3
Organizational Structure	Art. IV, Sec. 2

COUNCIL—INTERNATIONAL Art. XIII, Sec. 1-5

Business	Art. X, Sec. 1-A
	Art. XIII, Sec. 3
Meeting	Art. XIV, Sec. 1
Members.....	Art. X, Sec 2, 4
	Art. XIII, Sec. 1, 2
	Art. XV, Sec. 7
	Art. XVI, Sec. 2
Quorum.....	Art. XIII, Sec. 5
Reports.....	Art. XIII, Sec. 3
	Art. XV, Sec. 7
	Art. XVII, Sec. 4
	Art. XVIII, Sec. 2
Vote	Art. X, Sec. 4
	Art. XIII, Sec. 1, 2
	Art. XX, Sec. 1, 2, 3

Vote, Majority	Art. X, Sec. 1-A, 5-B, 5-C Art. XV, Sec. 5
DISSOLUTION	Art. XXII
DISTRIBUTION OF NOTICES.....	Art. V, Sec. 1-2
DUES	
Allocation	Art. VII, Sec. 1
Delinquent	Art. VII, Sec. 2
Payable	Art. VII, Sec.2
International	Art. VII, Sec. 1-2
State/Provincial	Art. VII, Sec. 1-C Art. XV, Sec. 11-B, 11-D
Chapter	Art. VII, Sec. 2 Art. XVII, Sec. 4
ELECTIONS	
Ballot	Art. X, Sec. 2-D, Sec. 3-5
Council Member's vote	Art. X, Sec. 4
Eligibility-International.....	Art. VIII, Sec. 3 Art. X, Sec. 2-C
State/Province	Art. XV, Sec. 5, 6, 7, 9
Endorsements	Art. VIII, Sec. 3-C Art. X, Sec. 2-B, 2-C
Nominating Chairman Advisor.....	Art. X, Sec. 1-B
Nominating Committee	Art. X, Sec. 1 Art. XIII, Sec. 3
Nominating Committee Duties	Art. X, Sec. 2-A
Nomination Procedure	Art. X, Sec. 2
Teller.....	Art. X, Sec. 3 Art. XII, Sec. 3
Term of Office-International.....	Art. VIII, Sec. 5
State/Province	Art. XV, Sec. 7
Vacancy.....	Art. VIII, Sec. 4
State/Province	Art. XV, Sec. 8
EXECUTIVE BOARD (IEB)	
Action Between Meetings	Art. XI, Sec. 2, 4
Authority.....	Art. IV, Sec. 5 Art. IX, Sec. 2 Art. XI, Sec. 2
Budget	Art. XI, Sec. 5
Duties.....	Art. IX, Sec. 1- 9
Meetings.....	Art. IX, Sec. 1,2, Art. XI, Sec. 2, 4, 5,
Members.....	Art. IX, Sec. 1 Art. XI, Sec. 1
Minutes.....	Art. IX, Sec. 6
Parliamentarian	Art. XI, Sec. 1
Quorum.....	Art. XI, Sec. 6
FINANCE	
Treasurer.....	Art. IX, Sec. 8
Finance Committee	Art. XI, Sec.5 Art. XII, Sec. 2

Procedures	Art. X, Sec. 2
Report to Council	Art. XIII, Sec. 3
Vacancy.....	Art. X, Sec. 1-C
PARLIAMENTARY AUTHORITY	Art. IV, Sec. 5
POLICIES	
Chapter	Art. XVII, Sec. 1, 3, 5
Fiscal Policies and Contracts	Art. XVIII
International Organization	Art. IV, Sec. 3, 4, 5
	Art. IX, Sec. 1
Membership.....	Art. VI, Sec. 1, 2-B, 2-C
Revocation of Membership/Charter	Art. XIX, Sec. 1, 2
State/Provincial	Art. XV, Sec. 2, 3
PRESERVATION & RESTORATION	Art. II, Sec. 1
P & R Grants Fund	Art. VII, Sec. 1-A
	Art. XIV, Sec. 2-B
International Committee	Art. XII, Sec. 2
State and Provincial.....	Art. XV, Sec. 12-A
Chapter	Art. XVII, Sec. 6-A, 6-B, 7-B2
PRESIDENT, IMMEDIATE PAST.....	Art. X, Sec. 1-B
	Art. XI, Sec. 1
State/Provincial.....	Art. XV, Sec. 4
PRESIDENT, PAST INTERNATIONAL.....	Art. VI, Sec. 2-E
	Art. XIII, Sec. 1
PRESIDENT, STATE/PROVINCIAL.....	Art. XIII, Sec. 1, 3
	Art. XIX, Sec. 2-C
	Art. XV, Sec. 4-8, 10, 14
PURPOSE AND AIMS	Art. II, Sec. 1, 2
	Art. VI, Sec. 1
Restrictions	Art. III, Sec. 1-4
	Art. VI, Sec. 5
	Art. XVIII, Sec. 2, 3
Type of organization.....	Art. II, Sec. 2
RECOMMENDATIONS AND ENDORSEMENTS	
Chapter/State/Province	Art. VIII, Sec. 3-C
	Art. X, Sec. 2-B, 2-C
Chapter's Recommendation on Vote	Art. X, 4
Council members' privilege	Art. X, Sec. 2-B, 2-C
REVOCATION OF MEMBERSHIP OR CHARTER	
Legal Expenses	Art. XIX, Sec. 5
Notification	Art. XIX, Sec. 2, 3, 4
Reasons for Revocation	Art. VII, Sec. 2
	Art. XIX, Sec. 1, 2
STATE/PROVINCIAL PRESIDENTS' CONFERENCE	
International Convention	Art. XIV, Sec. 2-C
SUBSIDIARY SOCIETY.....	Art. XV, Sec. 3
TAX EXEMPT STATUS.....	Art. II, Sec 1, 2
	Art. III, Sec. 1-4

UNCHARTERED STATES/PROVINCES

Application for Charter Art. XVI, Sec. 3
Appointment of an Organizer Art. XVI, Sec. 1
 Term of an Organizer..... Art. XVI, Sec. 1
Chapter guidance Art. XVII, Sec. 4, 5, 6
 Change of status..... Art. VI, Sec. 4
Council Member Art. XIII, Sec. 1, 3
 Reports to Council Art. XVI, Sec. 2
Organizer eligible for office Art. VIII, Sec. 3