

BYLAWS OF THE UNITED STATES NATIONAL COMMITTEE OF THE INTERNATIONAL COUNCIL ON MONUMENTS AND SITES

AS AMENDED on XXXXXX

Article 1. Corporate Name and Address

1. Name. The official name of the corporation is the United States National Committee of the International Council on Monuments and Sites, hereafter referred to as "US/ICOMOS." The Board of Trustees (Board) may adopt additional names for the purpose of doing business.
2. Offices. The headquarters office of US/ICOMOS shall be located in the District of Columbia and all official books and records shall be kept and maintained there. It shall be deemed, for purposes of venue in civil actions, to be an inhabitant and resident thereof. It may establish offices in such other place or places, as it may deem necessary or appropriate in the conduct of its business.

Article 2. Purposes

1. Purposes. The purposes of US/ICOMOS shall be:
 - (a) to coordinate the involvement of the American members of the International Council of Monuments and Sites (ICOMOS) in the activities of ICOMOS and to facilitate ICOMOS programs and projects in the United States and abroad;
 - (b) to promote the study and preservation of historic monuments, buildings, sites and districts;
 - (c) to cultivate the interest and facilitate the participation of the American people, governments and organizations in the protection of the cultural heritage in the United States and in other nations;
 - (d) to promote, encourage, and support the implementation of the UNESCO World Heritage Convention domestically and internationally;
 - (e) to cooperate in the establishment and development of national and international documentation centers and in the publication and distribution of relevant technical materials;
 - (f) to participate in domestic and international preservation conferences;
 - (g) to develop specific preservation recommendations for consideration by ICOMOS, concerned United Nations agencies and other national and international non-governmental organizations and government bodies;
 - (h) to develop and distribute information on preservation techniques and issues through publications, meetings, training, exchange, and other programs designed to implement the programs or ICOMOS; and
 - (i) to promote interest in and knowledge of national, regional, and international preservation

efforts.

Article 3. Membership

1. **Members.** Membership in US/ICOMOS shall be open to all individuals and to public and private organizations interested in the purposes of the organization and otherwise qualified for membership in ICOMOS. Categories of membership and membership policies not inconsistent with those set forth in Article IV (6) of the ICOMOS Statutes shall be established by the Board upon the adoption of these bylaws.
2. **Dues.** Members shall pay dues in an amount and according to a schedule established from time to time by the Board. Honorary members and US/ICOMOS Fellows shall not be required to pay dues.
3. **Termination of Membership.** A member of US/ICOMOS shall cease to be a member:
 - (a) if they should cease to be a member of ICOMOS in accordance with the ICOMOS Statutes; or
 - (b) if they should resign or be formally struck off the register of US/ICOMOS for non-payment of dues or for any other cause. A member struck off the register may appeal to the Board to seek reinstatement as a member.

Article 4. Annual Meeting of Members

1. **Meetings.** The general membership shall meet at least once a year to elect, as needed, officers and members of the Board of Trustees and to conduct such other business as may be necessary. Twenty members shall constitute quorum at such meetings.
2. **Notice.** Written notice of any general membership meeting shall be sent via U.S. Mail, courier service, or electronic mail no later than 20 calendar days before such meeting.

Article 5. Board of Trustees

1. **Authority.** The affairs of US/ICOMOS shall be under the general direction of a Board of Trustees, which shall provide for the administration, management, preservation, and protection of the property of the corporation and shall, to the extent it deems appropriate, exercise its power to direct, manage and conduct the affairs of US/ICOMOS through such other officers and staff as it may from time to time designate or approve.
2. **Members of the Board of Trustees.** The Board shall consist of 21 members, comprised of the President, Vice-President, Secretary and Treasurer of US/ICOMOS, and 17 members elected from the membership of US/ICOMOS. Each member of the Board shall have one vote on all matters before the Board, except the President, who shall vote only to break a tie.
3. **Invited Participants.** The Board of Trustees may invite from time-to-time individuals and representatives of other organizations and agencies with interests in the activities of US/ICOMOS to participate in the activities of the Board. The Board shall determine the terms and conditions of such participation.

4. Duties. The Board shall be responsible for the establishment of policy and the general supervision of the affairs of US/ICOMOS, and shall report thereon and make recommendations thereto at the annual meeting of US/ICOMOS and such other occasions as it considers appropriate. It shall annually adopt a budget, program, and such plans as are necessary to guide the conduct of US/ICOMOS activities, and it shall provide for an annual review by the membership of the previous year's activities.
5. Meetings. The Board shall meet at least twice annually. Such meetings may be in person or conducted remotely, provided that the means of communication enable all directors participating to simultaneously hear each other during the meeting. A simple majority of Board members shall constitute a quorum for the transaction of business at any meeting. The act of a majority of members at a meeting for which a quorum is present shall be the act of the Board.
6. Terms. The terms of office for each Board member shall be three years, unless such member has been elected to fill an unexpired term, in which case the term of office shall be the remainder of the term. Each Board member shall continue to serve until a successor Board member is appointed or elected. The Board shall adopt procedures defining the commencement of terms of office and providing for staggered terms of office.
7. Maximum Numbers of Terms. No member of the Board may serve more than two consecutive three-year terms, provided that a member may serve two additional three-year term if elected to be an officer. A term-limited Board member may be re-elected to the Board one year after the conclusion of their final term.
8. Resignations, Removals and Vacancies. A Board member may resign at any time by submitting a written resignation to the President. The resignation may be effective immediately or at a later date as determined by the Board member. A Board member may be removed from office by either the Board based on a determination that such removal is in the best interests of US/ICOMOS or by the members of US/ICOMOS at a meeting expressly called for that purpose, with or without cause, by such vote as would suffice for the Board member's election. Failure of a Board member to attend three consecutive Board meetings constitutes cause for removal. Vacancies created by the resignation or removal of a Board member or due to other factors may be filled by appointment of the Board. Such Board member shall hold office until the time of the next general election, at which time the membership shall elect a member to fill the unexpired term.
9. Compensation. Board members and elected officers of US/ICOMOS shall serve without compensation, provided that the Board may at its discretion authorize the reimbursement of necessary travel and subsistence expenses incurred in service to US/ICOMOS. This provision shall not prohibit the Board from entering into a contract for services with an officer or Board member when in the best interests of US/ICOMOS and not otherwise prohibited by law or these bylaws.

10. Executive Committee. Between meetings of the Board, its authorities and powers shall be vested in an Executive Committee consisting of the President, Vice-President, Secretary, and Treasurer of US/ICOMOS; and three members of the Board, each appointed by the President with the consent of the Board. Executive Committee members shall serve three-year terms from the date of appointment or until their successor is appointed. The President may invite others to participate in the activities of the Executive Committee in a non-voting status. Any lawful action in which a majority of the Executive Committee shall concur in writing shall be binding and valid without further authorization or approval by the Board; however, all such acts shall be reported to the next meeting of the Board.
11. Nominating Committee. A Nominating Committee, appointed by the President with the consent of the Board, shall present candidates for Officers and Board members to the Board for approval as a slate for general membership action.

Article 6. Officers

1. Officers. A President, Vice President, Secretary, and Treasurer shall be elected from among the membership of US/ICOMOS. Their terms shall be three years, unless such officer has been elected to fill an unexpired term, in which case the term of office shall be the remainder of the unexpired term. Each officer shall continue to serve until their successor is elected. Vacancies created by the resignation or the inability of any officer to complete their term shall be filled by appointment of the Board. Such officer shall hold office until the time of the next general election, at which time the membership shall elect a member to fill the unexpired term. Officers shall be limited to no more than two three-year terms in the same office.
2. Duties of the President. The President shall preside at all meetings of members, the Board, and the Executive Committee and shall schedule meetings and establish the agenda for membership and Board meetings. The President shall establish procedures for the work of the Board, ensure that Board members are kept continuously informed about the affairs of US/ICOMOS, assign specific tasks to Board members, and, as necessary, establish and revise the composition and structure of all committees. The President shall ensure that all duties and responsibilities required of a national committee of ICOMOS be carried out according to its statutes. The President may, in their discretion and when authorized to do so, delegate these to the Vice President or to staff. The President shall be an ex officio voting member of all US/ICOMOS committees.
3. Duties of the Vice President. In the event of a vacancy in the office of the President or during their absence or inability to act for any reason, the powers and duties of the President's office shall be exercised by the Vice President. The Vice President shall perform such other appropriate duties as the President or Board may assign. When acting for the President, the Vice President shall be an ex officio voting member of all US/ICOMOS committees.

4. Duties of the Secretary. The Secretary shall make or cause to be made an official record of all meetings of members, the Board and the Executive Committee, shall maintain said records, and shall authenticate the same when required to do so.
5. Duties of the Treasurer. The Treasurer shall be the corporate financial officer of US/ICOMOS, and, in that capacity, shall oversee and be responsible for the management of all funds of the corporation. The Treasurer shall generally perform all of the duties normally incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board. All funds and securities of the corporation shall be deposited in the name of the corporation in a depository or depositories approved by the Board. At each meeting of the Board, the Treasurer shall provide a report of all financial activities since the prior meeting. At least once a year the Treasurer shall submit to the Board a statement of the financial condition of the corporation, consisting of a balance sheet and related statements of income and expense, and the status of and change in all funds and securities for the preceding fiscal year. The Board may in its discretion require the Treasurer and any officer or employee involved in the financial affairs of US/ICOMOS to give bond in such amount and with such surety or sureties as the Board may determine.
6. Resignations, Removals and Vacancies. An officer may resign at any time by submitting a written resignation to the Board. The resignation may be effective immediately or at a later date as determined by the officer. The Board may remove an officer from office with or without cause based on a determination that such removal is in the best interests of US/ICOMOS. Vacancies created by the resignation or removal of an officer or due to other factors may be filled by appointment of the Board. Such officer shall hold office until the time of the next general election, at which time the membership shall elect an officer to fill the unexpired term.

Article 7. Committees

1. Committee establishment. The President, with the approval of the Board, shall establish and disband such standing and ad hoc committees as necessary to carry out the activities of the corporation.
2. Committee management. The Board shall adopt procedures for the creation, dissolution, operation, and oversight of US/ICOMOS committees.
3. Committee membership. With the exception of the Executive Committee, the President may appoint any member or non-member of US/ICOMOS to a committee created in accordance with these bylaws and applicable D.C. law.

Article 8. Administration and Management

1. Staff. The Board may appoint such employees of US/ICOMOS as it deems necessary and determine their compensation and duties. US/ICOMOS employees shall serve at the pleasure of the Board. The Board may delegate such of its authorities regarding administration and management as it deems fit to the President, other officers, or staff.
2. Representation to ICOMOS. When so directed by the President and consistent with

the ICOMOS Statutes, other officers, Board members or staff shall have, represent, and exercise the office of the President of US/ICOMOS at official ICOMOS meetings and functions of every kind.

Article 9. Grants and Solicitations

1. Grants and Solicitations. The Board shall adopt policies and procedures to meet requirements of the United States Internal Revenue Service for control by a United States organization over the receipt and disbursement overseas and domestically of tax-deductible charitable contributions.

Article 10. Dissolution and Distribution of Assets

1. Dissolution and Distribution of Assets. US/ICOMOS is not organized, nor shall it be operated, for pecuniary gain or profit. It does not contemplate the distribution of gains, profits or dividends to any officer or member and is organized solely for nonprofit purposes. No part of the net income of the Corporation shall ever inure to the benefit of any officer or member of US/ICOMOS or to the benefit of any private individual. Upon dissolution of the Corporation, which shall be only by an affirmative vote of four-fifths of the members of the Board, title to all property remaining after the payment of all lawful claims against it shall be vested in another organization with purposes as similar as may be to those in Article 2 and which holds nonprofit status under Section 501(c)(3) of the Internal Revenue Code.

Article 11. Indemnification.

1. Coverage and exclusions. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, trustee, 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 they may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they 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 interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Board members who are not at that time parties to the proceeding.
2. Extension of benefits. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The rights of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
3. Effect of amendment or repeal. No amendment or repeal of the provisions of this Article which adversely affects 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 corporation and the indemnified officers, Trustees, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Board member, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article 12. Amendment of Bylaws

1. Procedure. These bylaws may be amended or repealed at any meeting of the membership of US/ICOMOS by majority of members present, provided that notice of the proposed action and the amended bylaws shall have been sent via U.S. Mail, courier service, or electronic mail to members at least 30 days prior to the meeting. However, once adopted, the provisions of Article 10 may not be amended except to conform to current requirements of the Internal Revenue Code.

