

STEELWORKERS' ARCHIVES, INC. BYLAWS

Revised December 12, 2005

Revised January 10, 2011

Amended March 1, 2013

REVISED NOVEMBER 11, 2019

ARTICLE 1 - Corporate Name and Mission Statement

Mission Statement: The mission of the Steelworkers' Archives is to create in Bethlehem, Pennsylvania an archives to collect and preserve memorabilia and oral histories and to provide education and outreach reflecting the rich history of the labor and lives of the steelworkers and their families in the Lehigh Valley and environs.

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

ARTICLE II - Purpose

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

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

ARTICLE III - Offices

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

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

ARTICLE IV - Members

1. Members are expected to contribute to the Archives through dues payment, participation in meetings, volunteer efforts, and promoting the mission and goals of the Archives.
2. Membership shall become effective upon completion of the Steelworkers' Archives membership application form and payment in advance of a full amount of annual dues.
3. Any member can be expelled from this organization for activities and conduct that damage the credibility and reputation of the organization.

4. Annual dues shall be established yearly at the discretion of the Board of Directors. There shall be at least three types of memberships; Single Membership, Family Membership or Sponsor Membership. A Sponsor Membership shall have no voting rights. Sponsor Memberships must be approved by 2/3 vote of the BOD present
 - a. Annual dues will be for January 1st to December 31st. If dues are not paid by March 31st the member will be removed. Upon payment of dues, however, said member will be reinstated in the organization. Only those members paid up in their dues by March 31st will have voting power in the election of Officers.
5. Meetings will be held on a regular basis as scheduled on the Archives website and newsletter calendar.
6. All members 18 years and older in good standing (members who have paid their annual dues) can vote at all meetings of the Membership of the Corporation.

ARTICLE V - Directors

1. The business and affairs of the Archives are overseen and governed by a Board of Directors.
2. The Board of Directors is responsible for overseeing the behavior, duties, and responsibilities of all officers and members of the Archives.
3. Members of the Board will elect the Board officers of Chair and Vice-Chair every four years. At the completion of amendment of these by laws, these rules come into effect, and from there to forward Board officers will be elected on a date one month after the election of Archives officers. Board officers' term in office will not exceed their term as a Board member. At that point the Board will elect a new officer.
4. The Chair will preside over all Board of Director meetings. In his or her absence the Vice Chair will assume that responsibility or appoint an Acting Chair.
5. To be a Board Member, one must be a member in good standing with the Steelworkers' Archives. The number of Directors shall not be less than 10 or greater than 12. 2/3 of the Board will consist of former Bethlehem Steel Corporation workers. Board Members will be required to physically attend 1/2 of the regularly scheduled meetings of the BOD per year. Any board member failing to meet this requirement may be subject to removal from the BOD, with the approval of 2/3rd majority of the quorum present. Any member of the Board may ask for a review of the attendance record at any time.
 - a. When the Board determines that the number of unexcused absences for a member is excessive, the Secretary will be instructed to inform that member that he/she will be removed from the Board, unless an appeal for reconsideration is made and acted upon favorably by the Board.
6. A quorum for business transactions to take place and motions to pass consists of two thirds (2/3) of the members of the Board of Directors (in-person or by phone/computer). The acts of a majority of the

Board members present at the meeting at which a quorum is present shall be the acts of the Board of Directors.

7. The Chair and the Vice Chair of the Board will receive nominations in writing for the Board of Directors, screen applicants, and present nominees to the Board.
8. The Board will convene and consider nominations at a meeting in which a quorum is present, and Board members will then choose the new member(s). If consensual agreement cannot be reached, a majority (50% plus 1) vote will decide. The Board will consider the following in evaluating nominees, including but not limited to: attendance at meetings; volunteer contributions to Archives' events and activities; and the overall makeup of the Board and Board needs.
9. No member of the Board shall be expelled without notice, nor 2/3rd majority vote of the Board quorum present.

ARTICLE VI - Officers of the Corporation

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

1. **President:** Shall be the executive officer of the corporation; he or she shall preside at all meetings of the members; he or she shall have active management of the affairs of the corporation; shall see that all orders and resolutions of the corporation are carried into effect, subject to the direction of the directors. The President shall have the general powers and duties of the supervision and management usually vested in the office of President. The President will turn all Archives artifacts and materials over to the Archives upon ending his/her term as President.

2. **Vice President:** Shall act in all cases for and as the President in the absence or incapacity of the President and shall perform such other duties as may be required from time to time. The Vice President shall become President if the President is unable to perform his/her duties. The Vice President will turn all Archives artifacts and materials over to the Archives upon ending his/her term as Vice President.

3. **Secretary:** Shall attend all membership meetings and act as clerk thereof and record all motions and votes, record attendance in a formal log book, and keep minutes of all meetings of the corporation in a book to be kept for that purpose, and maintain the electronic records of all meetings and membership attendance at monthly meetings. The Secretary is responsible for all membership lists, attendance records, election records, etc. available to members upon request. The minutes should include term endings for Officers. The Secretary will turn all Archives artifacts and materials over to the Archives upon ending his/her term as Secretary.

4. **Treasurer:** Shall disburse the funds of the corporation as may be ordered by the Board and give an account of all transactions as Treasurer and the financial condition of the corporation. The Treasurer will turn all Archives artifacts and materials over to the Archives upon ending his/her term as Treasurer.

- a. The Treasurer when available shall sign all corporate checks. No other signatures are needed for non-payroll expenditures below \$500. New, non-recurring expenditures over \$500 require two signatures.
- b. For all new expenditures above \$500.00 and all Payroll related expenditures, the President of the Corporation or a designee of the President (who shall either be an corporate officer or board member) are required to sign a second signature. All expenditures exceeding \$500 must be approved by the Board.
- c. All payments made to members, individuals, or consultants must be approved by the Board.
- d. The authorized signers of the Archives are entitled to hold and use the Corporate Debit Card for needed expenditures. All expenditures must be itemized and supported by receipts.
- e. When the Treasurer cannot be reached for signature and is otherwise unavailable the President (who will be bank registered) or his/her bank registered designee (who shall either be an officer of the corporation or Board member) are permitted to sign corporate checks and pay corporate pays.
- f. There shall be no more than \$50.00 in the petty cash fund, which shall be accounted for. The Coordinator shall be responsible for the petty cash fund and report all expenditures to the Treasurer.
- g. An audit of books shall be done yearly. This Audit will be done by the Trustees with the Treasurer present. All receipts, cancelled checks, evidence of expenditures, record of expenditures' relation to Archives-related activities, and a record of all income must be kept and reviewed as part of the annual audit. A mandatory audit shall be done within 90 days of the election of new officers, and 1 year thereafter. The annual audit will result in a formal written report.
- h. A membership committee will maintain the membership list and track membership dues and dates of payment. Payment information will be made available to the Treasurer. An up-to-date membership list will be submitted to the Board for review annually or as requested, and the Secretary will have this information.

5. **Trustees:** There shall be 3 Trustees elected during the general election. Trustees will audit all Financial Records of the corporation and oversee all records concerning inventory of memorabilia and electronic database collections. Trustees will ensure all archival material is properly curated and labeled. Trustees will turn all Archives artifacts and materials over to the Archives upon ending his/her term as Trustee.

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

ARTICLE VII - Filling vacancies

1. In the event that the President's position is vacated for any reason the Vice President shall become President. The President shall appoint a Vice President until an election can be held within 60 days.

2. In any other officer or trustee position, if a vacancy occurs within the first year a new election will be held. After that time period, a replacement will be appointed by the President to fill the vacancy for the remainder of the term.

ARTICLE VIII - Election of Officers and Trustees

1. Election of Officers and Trustees shall be held every two (2) years at the Annual Meeting of the Membership in September. Nominations of Officers shall be held a month before the Annual Meeting, in August. The new officers shall be installed in October. Write-in candidates shall not be allowed.
2. Elections will be held according to the following guidelines:
 - a. The membership meeting preceding the election will include a formal “meet the candidates” forum in which each candidate will be given five minutes to speak to the membership about their qualifications for this office.
 - b. There should be a mailing informing the eligible voting membership of the pre-election meeting and election meeting.
 - c. Candidates running for office must have attended 50% of the membership meetings in the previous year.
 - d. All candidates must have equal access to membership list, phone numbers, addresses, and email addresses.

ARTICLE IX - Required by Act 55 of 1997

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

ARTICLE X - Conduct of business

1. All business of the Corporation shall be by these By-laws. If not covered by the By-laws, then by Robert's Rules of Order.
2. Anyone claiming mileage must have prior approval of the Board. All requests must be accompanied by documentation. Mileage will be paid at the current standard mileage rate as established by the IRS.

ARTICLE XI - Amendments

These Bylaws can be changed or altered. By-Laws then must be read and approved by the Board. All changes must be provided to members of the Board a minimum of ten days in advance of the Board meeting at which review and approval takes place.

ARTICLE XII – Dissolution of “Steelworkers’ Archives, Inc.”

1. In the event of the dissolution of the “Steelworkers’ Archives, Inc.”, all our media materials and collections of memorabilia shall be given, free and clear, to Special Collections, Lehigh University, Linderman Library, 30 Library Drive, Bethlehem PA 18015.
2. In the event of dissolution of the “Steelworkers’ Archives, Inc.” all our monies will be given to the City of Bethlehem to be used for the purpose of maintaining the Steelworkers Memorial and the Hoover Mason Trestle.