

THE QUESTERS
INTERNATIONAL BYLAWS REVISION 2020

Black: suggested 2020 Bylaws

Red: old 2010 Bylaws

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 I
NAME

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.

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 historical 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 II
PURPOSES

Section 1. The purposes of THE QUESTERS shall be to educate by research and study of antiques; to promote education in the fields of historical preservation and restoration; to donate funds for the preservation and restoration of artifacts, existing memorials, historical buildings, and landmarks; and to support THE QUESTERS International funds with respect to their tax-exempt activities.

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 any non-members unless approved by two-thirds of the membership of the IEB. 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 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 III
TAX-EXEMPT STATUS AND FUND-RAISING**

Section 1. In order to maintain THE QUESTERS tax-exempt status and member privacy, no member or unit of the Organization shall use the name of THE QUESTERS or its membership lists for personal profit or make membership lists or other member information available in any form to any non-members or other organizations. THE QUESTERS shall not promote the private commercial interest of any member except to acknowledge Quester authorship of published research.

Section 2. The Corporation is organized and shall be operated exclusively within the purposes of THE QUESTERS. The Corporation does not contemplate, nor shall there be personal financial gain or profit incidental or otherwise to its members.

Section 3. No activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and neither International, the States, Provinces, nor Chapters 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.

Section 4. Neither a State/Provincial organization nor a Chapter shall (a) own or maintain real or personal property, except office equipment, (b) apply for a sales tax exemption number in the name of the State/Province, Chapter or THE QUESTERS, or (c) be organized as a corporation.

Section 5. A State/Province:

- A. May raise funds exclusively within the State/Provincial membership to supplement its treasury or to host a scheduled International Convention;
- B. Shall use all profits from fund-raising activities where financial support is solicited from outside the membership for preservation and/or restoration projects or grants;
- C. Shall not engage in any fund-raising activities in which profits are shared with individual members.

Section 6. A Chapter:

- A. May raise funds exclusively within the Chapter membership to supplement its treasury;
- B. Shall use all profits from fund-raising activities where financial support is solicited from outside the Chapter membership for preservation and/or restoration projects;
- C. Shall not engage in any fund-raising 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 future needs of THE QUESTERS when approved by resolution adopted by at least two-thirds of the membership of the IEB.

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 (Chartered States and Provinces), Article XVI (Unchartered States and Provinces) and Article XVII (Chapters).

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 then 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.

**ARTICLE IV
INSIGNIA AND MOTTO Moved to Policies**

Section 1. 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.”

- A. States/Provinces and Chapters are encouraged to use THE QUESTERS official insignia as it is registered, without further additions, adornments, or alterations.
- B. All stationery, correspondence, and publications originating from Headquarters and the International website shall bear the official insignia.

Section 2. The motto shall be “It’s fun to search and a joy to find.”

Section 3. The colors shall be royal blue and gold.

**ARTICLE V
OFFICE OF THE CORPORATION**

The principal office of the Corporation shall be in Pennsylvania, the state under whose laws THE QUESTERS is incorporated. This office hereafter will be known as Headquarters. **Put in Article I**

The International Executive Board, hereafter to be known as the IEB, with the approval of the International Council, may establish offices in such other place(s) as deemed necessary or appropriate to conduct the affairs of the Corporation. **Put in Article II & IV**

**ARTICLE VI Moved to Policies
INTERNATIONAL ORGANIZATION**

Section 1. THE QUESTERS is comprised of members from the United States of America and Canada.

Section 2. Application for the first chapter to be chartered in any foreign country shall be approved by the IEB.

**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.

Section 2. Any action required or permitted to be taken at any meeting of a Board, including the IEB, may be taken without a 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 VII
DISTRIBUTION OF NOTICES**

Any notice or other communication, excluding voting and notices required to be delivered by certified mail, specified to be mailed by these Bylaws or other rules adopted by the IEB may be sent using e-mail, facsimile transmission (FAX), or any other means which results in a visual copy of the communication using the member’s current contact information. Any member may request that all communications sent to her/him be sent by United States Postal Service.

**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. The 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 they are an Associate Member. An Associate member may be an officer and may vote 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 from a Chartered State or Province, then their 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 VIII MEMBERSHIP

Section 1. Members of THE QUESTERS shall be individuals who support the purposes of the Organization, who agree to abide by its Bylaws, and who are affiliated with a chapter chartered by the International Organization. Membership in a chapter shall be made up of Active Members, Honorary Life Members, and other classes of membership listed in Section 2.

Section 2. The classifications of membership are:

- 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, with just cause, 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 bylaws. Inactive Membership is conferred only upon a two-thirds affirmative vote of the full active membership of the chapter.
- C. An Associate Member is a non-voting, non-office holding member in a chapter who must be an active member in good standing in another chapter. An active member can be an Associate Member in only one chapter. In accordance with chapter policies, an Associate Member may be required to pay chapter dues but does not pay International dues in the chapter in which she/he is an Associate Member. Good Standing is defined as members who have not voluntarily resigned, been suspended, or been expelled from membership.
- 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.
 - 1. An Honorary Active Member is an active member of the chapter with all rights and privileges of membership. The chapter may waive the member's obligation to pay chapter dues.
 - 2. The Honorary Inactive Member shall be a non-voting, non-office holding member.
- 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.

Section 3. An Active Member in good standing in any chapter may be entitled to transfer active membership without loss of International dues from one chapter to another 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/Province, the chapter treasurer shall notify the State/Provincial Treasurer within thirty (30) days of any change in membership status or change of address. The State/Provincial Treasurer shall forward immediately the information to Headquarters. In an Unchartered State/Province, the chapter treasurer shall forward immediately any change in membership status or change of address to Headquarters.

Section 5. Members are encouraged to submit study papers and Annual Founder's Award Topic Papers. Current members of the IEB, during their term and for one year following, shall not submit a Founder's Award paper.

Section 6. Because one of the purposes of THE QUESTERS is to educate, a member who shares her/his knowledge with other members of THE QUESTERS as a speaker shall receive no remuneration beyond 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 IX INTERNATIONAL DUES

Section 1. Annual International Dues of members shall be reviewed every 3 years and shall be determined by the IEB. Annual 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/Provincial organizations;
- D. The operation of Headquarters; and
- E. All other general and administrative expenses.

Section 2. Members shall pay their annual International dues through their chapter. Chapters in Chartered States/Provinces shall forward the collective International dues of their members to the State/Provincial Treasurer by May 1. The State/Provincial Treasurer shall forward the collective International dues of all members in the State/Province, less the predetermined per capita allotment, to Headquarters by June 1. Chapters in Unchartered States/Provinces shall forward dues of the members directly to Headquarters by June 1. International dues are not refundable.

Section 3. A member's failure to pay annual dues will result in forfeiture of her/his membership.

- A. Any chapter whose members' dues are unpaid as of August 1 shall be mailed a Notice of Delinquency by the International Treasurer with a copy to the State/Provincial President or to the State/Provincial Organizer in Unchartered States/Provinces. After September 1, delinquency shall be referred to the IEB. Upon action by the IEB, the International Treasurer will send a notice to the delinquent chapter that the memberships will be forfeited, and the Chapter Charter revoked if dues are not paid within fifteen (15) days.
- B. Memberships may be reinstated, and a chapter may reclaim its name and number if dues and a reinstatement fee determined by the IEB are paid within sixty (60) days after the date of revocation.

ARTICLE VIII 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.

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 their chapter.

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 X INTERNATIONAL OFFICERS

Section 1. The International Officers shall be the elected officers: President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. These officers shall not simultaneously hold a State/Provincial elected office or an International committee chairmanship.

Section 2. A member of International Council is entitled to cast only one ballot.

Section 3.

- A. To be eligible for the above offices, a candidate must be an active member and also have served a full term as a Chapter officer and, except for the Parliamentarian, also have served as an elected member of a State/Provincial Executive Board or as an Organizer in an Unchartered State/Province.
- B. To be eligible to serve as President or First Vice President, a candidate must have served one full term as one of the other International officers.
- C. There shall be only one officer from a State/Province serving on the IEB at one time.

Section 4. 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 1st. No officer shall serve more than one term in the same International office, and no officer shall serve more than four consecutive years on the IEB. An officer having served more than one half of a term shall be deemed to have served a full term.

Section 5. In case of a vacancy in the office of President, the First Vice President shall become President. In the event the First Vice President is unable to assume the office of the President, the unexpired term of the President shall be completed by a member selected by the IEB. In case of a vacancy in any other International office, the unexpired term shall be completed by a member selected by the IEB.

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 XI DUTIES OF INTERNATIONAL OFFICERS

Section 1. The officers shall perform the duties of their office as prescribed in the International Bylaws, the International Policies, the Parliamentary Authority, and the current job description of the office.

Section 2. All members of the IEB are expected to attend all meetings of the IEB and Council unless excused by the President.

Section 3. The President shall be the Chief Executive Officer and shall exercise general supervision of the interest and welfare of The Organization. The President shall preside at all meetings of the IEB and 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 4. The First Vice President shall perform the duties of the President in the absence or incapacity of the President. This officer will appoint an Organizer in each Unchartered State/Province where chapters are located and shall direct the formation of Chapter and State/Provincial organizations.

Section 5. The Second Vice President shall direct, manage, and promote THE QUESTERS resources for education and research.

Section 6. The Third Vice President shall maintain the member credentials file and oversee THE QUESTERS Scholarship and Fellowship master's degree Programs, which are funded through contributions.

Section 7. The Vice Presidents shall perform any other duties assigned to them by the President or the IEB.

Section 8. The Recording Secretary shall keep the minutes of the meetings of the IEB and the Council. This officer shall send a copy of the minutes of the IEB Meetings to each board member within four weeks of each meeting.

Section 9. The Corresponding Secretary shall attend to all correspondence that does not specifically relate to the other offices. This officer shall perform such other related duties as directed by the President or the IEB.

Section 10. 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.

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. 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 recommending a candidate to the International Nominating Committee by November 1 of each year. Chapter Presidents must have the approval of their chapter for their recommendations.
- 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 chapter. Only in the case of a Chapter President serving in a second 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.

- 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 order 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. A majority of the votes cast for an office shall be necessary for election.

ARTICLE XII INTERNATIONAL ELECTIONS

Section 1.

- A. The International Nominating Committee shall consist of five members, no two of whom shall be from the same State/Province. No State/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 the election to the Committee, with the first nominee named to be designated as Chairman. Further nominations may be made from the floor. Committee membership will be determined by a majority vote of the Council. 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 Chairman.
- 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.

- A. The International Nominating Committee shall present one candidate for each International office.
- B. There shall be only one officer from a State/Province serving on the IEB at one time.
- C. A Council Member has the privilege of recommending a candidate to the International Nominating Committee by November 1 of each year. Chapter Presidents must have the approval of their Chapter for their recommendations.
- D. To be eligible for consideration, a candidate must be an active member and have a Credentials Form on file with the International Third Vice President. A candidate from a Chartered State/Province must have the endorsement of her/his State/Provincial Executive Board. Each candidate must be endorsed by the candidate's chapter and by two additional

chapters. A candidate from an Unchartered State/Province must have the endorsements of all chapters in her/his State/Province. All endorsements shall be in writing and sent to the International Nominating Committee Chairman.

- E. Spaces shall be provided on the election ballot for write-in candidates who have supplied proper credentials and endorsements to the International Third Vice President.

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. The Ballot shall be prepared and mailed under the direction of the International President on receipt of the report from the Nominating Committee Chairman. It will be mailed to each Council Member no later than January 15.

Section 5. Each member of the International Council is entitled to cast only one ballot. The vote shall be by mail. IN ALL CASES, WHEN CASTING AN INTERNATIONAL BALLOT, CHAPTER PRESIDENTS SHALL FOLLOW THE RECOMMENDATIONS OF THEIR CHAPTER.

Section 6. For the ballot to be valid, a majority of the ballots mailed must be returned to the International Teller postmarked no later than March 15. Each candidate shall be elected by a majority vote of the valid ballots returned.

Section 7. If for any reason a majority of the ballots mailed are not returned to the International Teller postmarked by March 15, the IEB shall order the International Teller to prepare for the election of International officers at the next International Convention's Annual 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 International Third Vice President. A majority of the votes cast for an office shall be necessary for election.

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 XIII

INTERNATIONAL EXECUTIVE BOARD (IEB)

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 Corporation between meetings of the International Council.

Section 3. The IEB may employ a qualified person to manage the Headquarters' office and employ additional staff as needed within the allowances approved in the annual budget. The title of the office manager shall be determined by the IEB. The office manager 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 and such other duties as the President and/or the IEB may delegate.

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 Convention. Special meetings may be called by the President or upon written request of four 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 Finance Committee is appointed by the President, and the Committee shall include, but is not limited to, the Treasurer, President, First Vice President, and Immediate Past President. The proposed budget may be amended prior to its adoption by the IEB.

Section 6. Four officers shall constitute a quorum.

Section 7. When action is urgently needed between IEB meetings, the officers may meet and vote utilizing a conference call format.

Section 8. The Parliamentarian is an advisor appointed by the President with approval of the IEB. The Parliamentarian is a non-voting member of the IEB and the International Council who shall attend and report at meetings of the IEB and International Council. The Parliamentarian maintains the files of the International Bylaws and International Policies as adopted by the IEB.

ARTICLE XII

INTERNATIONAL COMMITTEES

Section 1. The IEB shall have the following International Standing Committees: Preservation and Restoration; *The Quester Quarterly* Editor; Website Editor; Membership; Finance; Nominating; and Publicity. All chairs of International committees (except the Nominating Committee) shall be appointed by the President, subject to the ratification by the IEB. The IEB may establish additional standing committees or eliminate one or more of them.

Section 2. 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 International Convention Chairs.

ARTICLE XIV

INTERNATIONAL COMMITTEES

Section 1. All Chairmen of International Committees (except the Nominating Committee) shall be appointed by the President, subject to the ratification by the IEB. When authorized to do so by the IEB, the Committee Chairmen may appoint one or more Quester members to assist them in carrying out their duties.

Section 2. There shall be such Standing Committees as deemed necessary by the IEB. The Standing Committees may include but are not limited to Preservation and Restoration, "*The Quester Quarterly*" Editor, Website Editor, Finance, and Publicity.

Section 3. The IEB may terminate the existence of Standing Committees no longer necessary to the work of the Organization.

Section 4. Special Committees are appointed to serve a specific purpose and cease to exist upon completion of their assignments and presentation of their final reports. Special Committees may include but are not limited to Founder's Award, Teller, Bylaws, and Annual Convention Chairmen.

Section 5. Standing Committee Chairmen shall submit a report of the Committee's activities to the Annual Council Meeting. Special Committee Chairmen shall submit a report to the President and the IEB upon the completion of their assignments and may be requested to submit a report at the Annual Council Meeting.

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 and special 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 International Council is entitled to cast only one ballot containing one vote, except as provided above, at Article X, Section 4.

Section 3. An International Council Meeting shall be held annually. The Annual International Council Meeting shall consist of: The Annual Report of Actions of the IEB; Headquarters Administrator's report; election of the Nominating Committee; and reports limited to two (2) minutes each from the 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. The Annual International Council Meeting, open to all members, may be held during the International Convention, the time and location to be determined by the International President. Upon 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 XV 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 International Chairmen, Past International Presidents, State/Provincial Presidents (or designated alternates), State/Provincial Organizers (or designated alternates) in Unchartered State/Provinces, and the President (or designated alternate) of each chapter.

Section 2. A member of International Council is entitled to cast only one ballot.

Section 3. The International Council Meeting, open to all members, shall be held during the Annual International Convention, the time and location to be determined by the International President. Upon 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 4. The Annual International Council Meeting shall consist of the Annual Report of Actions of the IEB, Office Manager's report, election of the Nominating Committee; and reports limited to two (2) minutes each from the International Officers, Chairmen of the International Standing Committees, State/Provincial Presidents, and Organizers of Unchartered States/Provinces. Chairmen of International Special Committees may be requested to submit a report. The Council shall also transact any other business of The Corporation. Any additional business or reports to be considered shall be approved by the IEB at least two (2) weeks prior to the opening of the Council.

Section 5. Five (5) percent of the total number of Council Members 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, 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 XVI ANNUAL INTERNATIONAL CONVENTION

Section 1. The Annual International Convention should be held in May, the date and place to be approved by the IEB.

Section 2. Host Convention Chairmen may recommend to the IEB for approval Chairmen for Special Committees, which may include but are not limited to Founder's Award, Teller, and International Sales.

Section 3.

- A. The main events of the Annual International Convention shall include but are not limited to the President's Reception, the Annual Banquet, and the Annual Luncheon. Additional events may include workshops, conferences, forums, Bess Bardens Seminars, and tours.
- B. The Annual Council Meeting shall precede the Annual Luncheon.
- C. The programs at the Annual Luncheon may include Installation of Incoming Officers; Announcement of the Founder's Award Winner; Awarding of Grants (in the even years); and Transfer of THE QUESTERS Convention Banner.
- D. The State/Provincial Presidents' Conference shall be held for current and incoming Presidents for the purpose of exchanging information and submitting recommendations to the IEB. Current and incoming Organizers of Unchartered State/Provinces are encouraged to attend.
- E. The Future Convention Chairmen's Conference shall be held for chairmen, registrars, and treasurers of upcoming scheduled conventions for the purpose of updating convention notebooks and exchanging information.

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 13 of this Article shall elect officers by a majority vote of the valid ballots returned including at least one President, First 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. Chartered States or Provinces may:

- A. Retain the allocated portion of each member's annual International dues to be used for the State or Provincial organization's administrative expenses

- B. 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
- C. Not levy any additional dues or assessments
- D. Fundraise with the public for their State or Provincial Preservation and Restoration Fund as well as what is provided in Article III Section 4.
- E. Not develop their own scholarships and/or fellowships but may fundraise with the public for the International Scholarship and/or Fellowship Funds
- F. Engage in fundraising activities within their membership to supplement their treasury
- G. Neither modify nor countermand any action of the IEB or the International Council

Section 12. The State or Provincial Treasurer must submit an IRS form 990 to Headquarters by May 31. 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 by a Certified Public Accountant annually.

Section 13. The members of the State or Provincial Council eligible to vote shall be the elected members of the State or Provincial Board, current appointed committees 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.

Section 14. No State or Provincial meeting shall be scheduled within the two-week period immediately prior to or following the International Convention.

ARTICLE XVII CHARTERED STATES/PROVINCES

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

Section 2. The State/Provincial officers shall include a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, all of whom shall serve at the pleasure of the State/Provincial Executive Board. When size or other considerations warrant, there may also be a Third Vice President.

Section 3. To be eligible for the office of State/Provincial President or State/Provincial First Vice President, a candidate must be an active member. The candidate shall have served a full term as a Chapter officer and as a member of the State/Provincial Executive Board or as a Chairman of a State/Provincial Standing Committee.

Section 4. State/Provincial officers shall be elected for a term of two years or until their successors are elected. Officers shall not serve on the State/Provincial Executive Board more than two consecutive terms. After an interim period of one year, a member who has previously served two terms on the State/Provincial Executive Board may be elected for another term. Offices shall be assumed June 1. The State/Provincial 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 International Council Meeting.

Section 5. In the event of a vacancy or inability to act in the office of President, the First Vice President shall become President. If the First Vice President is unable to serve as President, the unexpired term of the President shall be completed by a member selected by the State/Provincial Executive Board. In the event of a vacancy in any State/Provincial Office other than the President, the unexpired term of that office shall be completed by a member selected by the State/Provincial Executive Board. The selection shall be by ballot; a majority vote is needed for selection.

Section 6. No more than two members of a chapter shall serve on a State/Provincial Executive Board at any one time. No State/Provincial officer shall simultaneously hold an International Office or an International Committee Chairmanship.

Section 7. The State/Provincial Executive Board shall consist of the elected Officers, the Immediate Past State/Provincial President, and the Parliamentarian. The Immediate Past State/Provincial President and the Parliamentarian shall serve as advisory, non-voting members.

Section 8. The State/Provincial President shall appoint active members for as many committees as the needs of the organization demand, subject to the approval of the State/Provincial Executive Board.

Section 9.

- A. The State/Provincial Treasurer in each of the Chartered States/Provinces shall retain the allocated portion of each member's annual International dues to be used for the State/Provincial organization's administrative expenses.
- B. States/Provinces shall not levy any additional dues or assessments.
- C. States/Provinces shall not develop their own scholarships and/or fellowships.
- D. State/Provincial organizations may engage in fund-raising activities within the membership (not involving the public) to supplement their treasuries.
- E. State/Provincial organizations engaging in fund-raising activities involving the public must place those proceeds into Preservation & Restoration funds.

Section 10. Each State/Provincial organization shall submit to the International Treasurer an annual financial statement and proposed budget by June 14th.

Section 11. The Financial Statements of the State/Provincial organization shall be reviewed by a two (2) member committee or by a Certified Public Accountant annually.

Section 12. A State/Province shall neither modify nor countermand any action of the IEB or of the International Council.

Section 13. The members of the State/Provincial Council who are eligible to vote shall be the elected members of the State/Provincial Executive Board, current appointed Chairmen of Standing Committees, Past State/Provincial Presidents, and the President (or designated alternate) of each chapter.

Section 14. No State/Provincial meeting shall be scheduled within the two-week period immediately prior to or following the International Convention.

Section 15. Each State/Provincial organization shall adopt Bylaws that conform to the International Standard State/Provincial Bylaws. The State/Provincial organization's original Bylaws and any subsequent amendments or revisions shall become effective upon approval of the International Parliamentarian.

Section 16. There may be a Subsidiary Society affiliated with the State/Provincial organization. Any Society shall be governed by the Bylaws of the State/Provincial organization. The purposes and guidelines of the Society shall be incorporated in the Bylaws of the State/Provincial organization and approved by the International Parliamentarian.

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 or 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 XVIII

UNCHARTERED STATES/PROVINCES

Section 1. Immediately upon taking office, the International First Vice President will appoint an Organizer for each Unchartered State/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 Unchartered State/Provincial Organizer (or designated alternate) is a voting member of the International Council. An annual report shall be given by the Organizer (or designated alternate) at the International Council Meeting or submitted in writing to the International First Vice President prior to the International Council Meeting.

Section 3. When an Unchartered State/Province has ten (10) chapters or a minimum of one hundred and fifty (150) members, it will be encouraged to become chartered under the direction of the State/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 proper 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 and file a copy of it at Headquarters. A copy of the Chapter Policies shall be filed at Headquarters through the International Parliamentarian.

Section 6. Fundraising:

- A. Chapters in 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. 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.
- B. Chapters may engage in fundraising activities exclusively within the chapter membership to supplement their treasuries.
- C. Chapters shall not develop their own scholarships and/or fellowships but may fundraise with the public for THE QUESTERS International Fellowship and Scholarship Funds.

Section 7. Disbanding and Membership:

- A. The majority of the members of a chapter may vote to disband the chapter.
- B. 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.
- C. If a chapter disbands it must notify Headquarters and their State or Provincial First Vice President and follow their instructions.
- D. 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. The chapter’s bank account must be closed.

ARTICLE XIX

CHAPTERS

Section 1. Chapters shall at all times maintain the principles as set forth in the Articles of Incorporation and the Bylaws of THE QUESTERS.

Section 2. Each chapter shall choose its individual name and submit a brief history of that name to the “What’s in the Name” file maintained at Headquarters. Chapters are numbered in sequence as they are chartered.

Section 3. Membership in a chapter shall be made up of active and honorary life members and, when provided for in the Chapter Bylaws, inactive, associate, and honorary members as defined in Article VIII of these Bylaws.

Section 4. A minimum of eight (8) active members is required to charter a chapter. An application for the Chapter Charter shall be accompanied by the charter fee, as established by the IEB, and by payment of International dues. All applications shall be submitted

through the State/Provincial First Vice President or the State/Provincial Organizer in Unchartered State/Provinces. Upon proper application, a charter shall be granted by the International First Vice President.

Section 5. Each Chapter shall complete and adopt the standard chapter Bylaws form.

- A. In Chartered States/Provinces, all Bylaws shall be submitted to the State/Provincial Parliamentarian for review prior to final approval of the International Parliamentarian.
- B. In Unchartered States/Provinces, all Bylaws shall be submitted directly to the International Parliamentarian.
- C. The Chapter's original Bylaws and any subsequent amendments or revisions become effective upon approval of the International Parliamentarian.

Section 6. A Chapter Charter may be revoked by the IEB if the Chapter Bylaws have not been submitted for approval within one year of the date of Charter approval according to the procedures established by the IEB.

Section 7.

- A. Chapters in Chartered States/Provinces which solicit support from other chapters or from the public for preservation and/or restoration projects must obtain prior written approval for each scheduled fund-raiser and each specific preservation and restoration project from the State/Provincial Executive Board. Chapters in Unchartered States/Provinces must obtain prior written approval for each scheduled fund-raiser and each specific preservation and restoration project from the IEB.
- B. Chapters may engage in fund-raising activities exclusively within the chapter membership to supplement their treasuries.
- C. Chapters shall not develop their own scholarships and/or fellowships.

Section 8. In the event a Chapter disbands, its treasury funds shall be transferred to any International or State/Provincial Quester preservation or restoration fund of its choice or donated to a local preservation or restoration fund. The Chapter shall return the Chapter Charter to Headquarters and advise on the disposition of treasury funds.

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 Annual Financial Report of THE QUESTERS shall be subject to procedures constituting a review by a Certified Public Accountant on an annual basis.

ARTICLE XX

FISCAL POLICIES AND CONTRACTS

Section 1. The fiscal year of THE QUESTERS (International, State/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 financial statements of THE QUESTERS shall be issued by a Certified Public Accountant on an annual basis. The financial statements shall be presented to the IEB for adoption at the fall meeting.

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 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 XXI

REVOCATION OF MEMBERSHIP OR CHARTER

The membership of any Quester or the Charter of any Chapter or State/Province may be revoked only by procedures in force at the time of the alleged violation as set forth in the International Bylaws, and/or, if necessary, the procedures included in the adopted Parliamentary Authority.

Section 1. An individual membership or a Chapter or State/Provincial Charter may be revoked by the IEB. Reasons for revocation may include:

- A. Lack of approved Bylaws.
- B. Engaging in any activity contrary to the International Bylaws.
- C. Failing to meet any obligation of the International Bylaws.
- D. Any action taken which is contrary to the purposes of THE QUESTERS.

Section 2. If a member, Chapter, or State/Province is accused of committing a violation of the International Bylaws, 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 XXII Put in Art. IV

PARLIAMENTARY AUTHORITY

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 the International Bylaws and Policies THE QUESTERS may adopt.

ARTICLE XX

AMENDMENTS AND REVISIONS

Section 1. The IEB, by 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 further vote.

ARTICLE XXIII AMENDMENTS AND REVISIONS

Section 1. The IEB, by a two-thirds vote, may propose amendments or revisions to these Bylaws as provided in Section 3 of this Article.

Section 2. A written proposal of an amendment to these Bylaws may be submitted by an International Officer, International Chairman, State/Provincial Executive Board, or Chapter to any regular meeting of the IEB for review. The IEB after due consideration of the proposal:

- A. May decide to reformulate the proposal as an International Policy rather than recommending it for adoption as a bylaw.
- B. May submit the proposed amendment to the Council for vote as provided in Section 3 of this Article.
- C. May 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 Council for vote in accordance with Section 3.

Section 3. Proposed amendments or revisions to the Bylaws shall be communicated in writing to the Council Members at least sixty (60) days prior to a specified date. The vote shall be by mail. For the ballot to be valid, a majority of the ballots mailed to the International Parliamentarian must be postmarked by the specified date. The amendments or revisions shall be adopted by a two-thirds vote of the valid ballots returned.

Section 4. The International Parliamentarian (1) shall appoint two assistant tellers to help count the ballots and (2) shall report the results of the vote to the IEB within ten (10) days of the specified deadline date. The results of the vote shall be in effect at the time they 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 5. Any revision or amendments to the International Bylaws affecting the work of the Chapters and State/Provincial organizations shall be effective automatically without further vote and shall be incorporated into the Bylaws of the Chapter and/or State/Provincial organizations.

The Following two Articles received no changes ARTICLE XXI

INDEMNIFICATION

THE QUESTERS shall, to the extent legally permissible, indemnify each person who may serve or who has 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 any 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 corresponding provision of any future United States Internal Revenue Law).