

Adopted by the Members
on March 30th, 2020

BYLAWS
OF
LIBRARIANS, ARCHIVISTS, AND MUSEUM PROFESSIONALS
IN THE HISTORY OF THE HEALTH SCIENCES, INC.

ARTICLE 1

NAME, PURPOSES, POWERS AND RELATED MATTERS

The name of the Corporation is Librarians, Archivists, and Museum Professionals in the History of the Health Sciences, Inc. (in these bylaws, called the “Corporation”), the location of its principal office and its purposes shall be as set forth in the Articles of Organization and these bylaws. The Corporation is a membership organization. The powers of the Corporation, of its officers and committees, and all matters concerning the conduct and regulation of the affairs of the Corporation and the manner in which the officers and agents by whom its purposes may be accomplished shall be governed by such provisions as are set forth in the Articles of Organization and these bylaws. In accordance with §6A, Chapter 180, Massachusetts General Laws, the Corporation shall have a Board of Officers having the power of directors (in these bylaws, called the “Board”) and no separate board of directors shall be constituted. All references in these bylaws to the Articles of Organization shall mean the Articles of Organization as from time to time amended. The Articles of Organization shall be controlling in case of any conflict between the provisions of the Articles of Organization and these bylaws.

ARTICLE 2

MEMBERS

2.1 Admission; No Transferability. The Corporation shall be a membership organization. Membership is open to professionals in libraries, archives, and museums with responsibilities for collections and services in the history of the health sciences; antiquarian booksellers; physicians; historians; and others interested in historical health sciences collections. Prospective members may apply for admission to membership by completing and submitting the membership application posted on the Corporation’s website and by paying dues for the first year of their membership. Membership is personal and shall not be transferable by the action of any member or by operation of law.

2.2 Voting and Other Rights. Members who are in good standing in payment of their dues shall have voting rights. Each member in good standing in payment of dues shall be entitled to cast one vote on any matter brought to the membership for vote. Members in good standing are also entitled to a subscription to *THE WATERMARK*, the Corporation’s quarterly newsletter,

a copy of the Corporation's membership directory published occasionally, and access to the Corporation's private listserv.

2.3 Proxies. Members may vote at any meeting of the members on any matter (other than election of officers which shall be conducted electronically, as provided in section 3.3). Members may vote in person or may appoint a proxy to vote or otherwise act by personally signing a written appointment. An appointment need not be in any particular form and shall be effective if it identifies the proxy by name, specifies the specific matters on which the proxy may vote for the member and whether the vote to be cast for the appointing member is an affirmative or negative vote. An appointment of a proxy is effective when received by the Secretary/Clerk or other officer or agent authorized to tabulate votes, whether delivered to him or her by hand, facsimile or electronic mail. The appointment of a proxy is valid for a period of 4 months from its date or, if it is undated, from the date of its receipt by the officer or agent, unless it is specified to be valid for a shorter period. An appointment of a proxy is revocable by the member granting it; attendance at a meeting of the member appointing a proxy is revocation of the proxy, but revocation may be otherwise evidenced if in writing, clearly specifies it is a revocation and is delivered by hand, by facsimile or email to the Secretary/Clerk or other officer tabulating votes. The death or incapacity of a member appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary/Clerk or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. Except as otherwise indicated in the preceding sentence or as a proxy may be revoked, the Corporation is entitled to accept the proxy's vote or other action as that of the member appointing the proxy.

2.4 Suspension or Removal; Reinstatement. Any member may be suspended or removed, but only for cause, by the affirmative vote of a majority of the members of the Board. For these purposes, "cause" includes failure to pay dues after at least 30 days written notice to a member in default in payment, conviction of a felony or of a crime involving moral turpitude, or conduct the nature of which may bring the Corporation or its Board into disrepute, as determined by the Board acting reasonably. A member suspended or removed for non-payment of dues may be reinstated by paying all dues arrears. Reinstatement of a member suspended or removed for any other reason shall be on such terms as a majority of the Board, in its discretion, may determine.

2.5 Resignation. Any Member may resign by delivering a written resignation to the Secretary/Clerk of the Corporation. Any Member's resignation shall be effective upon receipt unless it is specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective.

2.6 Dues. The Board may from time to time establish, change, discontinue or reinstate the dues to be paid annually by the members. The Board may also establish rules concerning the time for the payment of any dues so prescribed. In these bylaws, a member is in good standing if current in payment of dues.

2.7 Quorum-Member Meetings. At any meeting of the members, the lesser of 35 members in good standing or 20% of the membership in good standing shall constitute a quorum for the transaction of business at any members' meeting; provided that any number of members (whether one or more and whether or not constituting a quorum) constituting a majority of the members present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

2.8 Action at Meetings. At any meeting of the members at which a quorum is present, action on any matter brought before the meeting shall be decided by the affirmative vote of a majority of the members present at the meeting or voting by proxy, unless a different vote is required by law, the Articles of Organization or these bylaws.

2.9 Annual Member Meetings. Until otherwise decided by the Board, the members shall meet annually at such time and place as the Board shall determine. If an annual meeting is for any reason not held, a special meeting of the members may be held in place of the annual meeting with the same force and effect as the annual meeting, and in such case all references in these bylaws, except in this section, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Section 2.11.

2.10 Special Meetings. The members shall meet at such other time and place as shall be fixed by the Board. The President or the Secretary shall cause notice of each special meeting of the members to be given in accordance with the notice requirements of these bylaws.

2.11 Notice. Notice of meetings of the members, stating the day, hour and place of the meeting, shall be given (a) by postage prepaid, first class, U. S. mail addressed to the members at their last known business addresses or (b) by facsimile transmission or by electronic mail if such addresses are known to the person giving notice. Not less than 60 days' notice shall be given of an annual meeting and not less than 30 days' notice shall be given of a special meeting. The notice of all meetings of the members shall include a statement of the purposes for which the meeting is called and shall specify any matters that are to be brought to a vote at the meeting. Except as determined by the chairperson of the meeting, any matter that is not included in the notice of the meeting shall not be brought to a vote at any meeting.

2.13 Requirement of Prior Board Action. No proposal shall be brought to a vote at any meeting of the members unless it has first been considered at a meeting of the Board and the Board has voted to recommend to the members adoption or rejection of the proposal.

ARTICLE 3

OFFICERS

3.1 Powers. There shall be a Board of Officers that, as provided in the Articles of Organization, shall have the power of directors and that accordingly shall have the entire charge,

control and management of the Corporation and its property and may exercise any or all of its powers.

3.2 Enumeration and Qualification. The Board shall be composed of a President, a Vice President, four Officers at Large, a Treasurer, and a Secretary/Clerk. The Secretary/Clerk need not be a resident of Massachusetts, but if not a resident, the Corporation shall appoint a resident agent for service of process. A person may hold more than one office at a time, except that one person may not hold the offices of President and Secretary/Clerk simultaneously.

3.3 Election and Vacancies. All of the Corporation's officers shall be elected by the members at least 15 days in advance of the annual meeting by voting conducted electronically. Electronic voting shall commence when the electronic ballot has been sent to the membership and shall close at the end of the 10th day thereafter. The results of such voting shall be announced at the next annual meeting held after such voting has ended or at a special meeting held in lieu of the next annual meeting. Any vacancy at any time occurring in any office, other than a vacancy occurring by expiration of an officer's term in office, may be filled by the remaining members of the Board at any meeting of the Board. An officer elected by the Board to fill a vacancy other than one occurring by expiration of an officer's term in office shall serve in the office to which he or she has been elected by the Board for the unexpired remainder of the term of his or her immediate predecessor in that office.

3.4 Eligibility. Each of the officers shall be elected from among the slate of nominees for election proposed by the Nominating Committee and/or from among the nominees of any seven members, as provided in section 3.22(a) of these bylaws. To the extent practicable, the Vice President shall be the President-elect who shall succeed the incumbent President in office when the incumbent President's term in office expires. A person who has served as President may not be re-elected to serve a consecutive term in that office, but may be re-elected as President after she or he has been out of that office for at least 2 years. Any person who has served in an office other than the presidency may be re-elected by the members to consecutive terms in office; provided that no person may hold the office of Treasurer or Assistant Treasurer, or the office of Secretary/Clerk or Assistant Secretary/Clerk for more than two, consecutive 2 year terms, but a person having served two, consecutive, 2 year terms in one of such offices may be re-elected to the same office after at least a two year break in service in the same office.

3.5 Tenure. Each of the officers shall be elected for a term of two years which shall begin, and the officers shall assume their duties, immediately after conclusion of the business session of the annual meeting of the members.

3.6 Resignation. Any officer may resign by delivering a written resignation to the President or the Secretary/Clerk. A resignation from office shall be effective upon receipt by either of such officers unless it is specified to be effective at some other time or upon the happening of some other event and acceptance thereof shall not be necessary to make it effective.

3.7 Removal. Any officer may be removed from the Board with or without cause by a vote of two-thirds of the full Board, excluding from such supermajority the officer proposed for

removal who shall not be present when the removal vote is taken. Any officer whose removal is proposed shall be entitled to be heard, and for this purpose may be represented by counsel who shall be heard, before any removal vote is taken. Without limiting the reasons for which an officer may be removed, the following shall constitute “cause” for removal: The conviction of a felony or of a crime involving moral turpitude; conduct the nature of which may bring the Corporation or its Board into disrepute; malfeasance in office; or failure to attend three or more successive meetings of the Board, except where absence is excused due to medical or family emergency or requirements of employment.

3.8 President. The President when present shall preside at all meetings of the Board. She or he shall be the chief executive officer of the Corporation. It shall be the President’s duty and the President shall have the power to see that all orders and resolutions of the Board are carried into effect. The President shall from time to time report to the Board all matters within the President’s knowledge which the interests of the Corporation may require to be brought to its notice. The President shall perform such duties and have such powers in addition to the foregoing as the Board shall designate.

3.9 Vice President. In the absence or disability of the President, the President’s powers and duties shall be exercised or performed by the Vice President, or if the Vice President is not available, by another officer designated for the purpose by the Board. The Vice President, shall have such other powers and perform such other duties as the Board shall from time to time designate.

3.10 Officers at Large. The Officers at Large shall perform such duties and have such powers as the Board may determine.

3.11 Treasurer. The Treasurer shall, subject to the direction of the Board, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. The Treasurer shall have joint custody with one or more other officers, of all funds, securities and valuable documents of the Corporation. The Treasurer shall render to the President and to the Board such statements of transactions and accounts as the Board may from time to time require. The Treasurer shall perform such duties and have such powers in addition to the foregoing as the Board may designate.

3.12 Secretary/Clerk. The Secretary/Clerk shall record in books kept for the purpose all votes and proceedings of the Board at its meetings. Alternatively, such records may be kept in digital form. The Secretary/Clerk shall perform such duties and have such powers in addition to the foregoing as the Board shall designate. In the absence of the Secretary/Clerk from any meeting of the Board, a Temporary Secretary/Clerk designated by the person presiding at the meeting shall perform the duties of the Secretary/Clerk at the meeting.

3.13 Editor of *The Watermark*. The Board shall appoint the Editor of the Corporation’s publication, *The Watermark*, and may fix the appointee’s term in that position. The appointee as Editor shall not be a member of the Board.

3.14 Compensation. No officer shall receive any compensation for her or his services as an officer; provided that any officer may, if authorized by the Board, be reimbursed for reasonable ordinary and necessary expenses incurred by him or her in connection with service as an officer or as a member of the Board other than travel expenses incurred to attend meetings of the members or of the Board.

3.15 Annual Meeting. The annual meeting of the Board shall be held at such place as the President may designate in the notice of the meeting. In the event that no annual meeting of the Board is held, a special meeting may be held in lieu thereof at such place and time as designated by the President in the notice of the meeting, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

3.16 Regular Meetings. Regular meetings of the Board may be held at such times and places as shall from time to time be determined by the President.

3.17 Special Meetings. Special meetings of the Board may be called by the President, by the Secretary/Clerk, or by any two members of the Board and shall be held at the place designated in the meeting notice.

3.18 Notices. Written notice of any annual or regular meeting of the Board shall be given to each member of the Board by the Secretary/Clerk or by any other officer by delivery by hand, by postage prepaid mail, or by electronic mail addressed to the officers at their respective postal or email addresses as registered on the books of the Corporation or, if an officer is not so registered, at the officer's last known home address, at least 30 days before any annual meeting, at least 10 days before any regular meeting and at least 3 days before any special meeting. Notice need not be given to any officer if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting. Notice need not be given to any officer who attends the meeting without protesting, before the meeting or at its commencement, the lack of notice to him or her. A notice or a waiver of notice of a Board meeting need not specify the purposes of the meeting.

3.19 Quorum. At any meeting of the Board, a majority of the officers then in office shall constitute a quorum for the transaction of business; provided always that any number of officers (whether one or more and whether or not constituting a quorum) constituting a majority of officers present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

3.20 Action at Meeting. At any meeting of the Board at which a quorum is present, the action of the officers on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization or these bylaws.

3.21 Action by Written Consent. Any action by the Board may be taken without a meeting if a written consent to the action is signed by all of the officers and filed with the records

of the meetings of the Board. Any action taken by unanimous written consent shall be treated as a vote of the Board for all purposes.

3.22 Committees.

(a) There shall be a standing Steering Committee having as its members the incumbent officers constituting the Board and the persons appointed from time to time by the President as the heads of all ad hoc committees. The Steering Committee shall meet before the annual members meeting and at such other times as the President shall determine. All meetings of the Steering Committee shall be held at such places as the President shall select. The Steering Committee shall have the duty of planning for and organizing the annual meeting of the members and may have such other duties as the Board shall determine.

(b) Whenever the term in office of incumbent officers is about to expire, the Board shall appoint an ad hoc Nominating Committee having the duty to recruit and to recommend candidates for election by the members to the Board. At least 30 days before an annual meeting or a special meeting in lieu thereof, the Nominating Committee shall provide a copy of the Nominating Committee's report to the Board and to the Secretary/Clerk. The Secretary/Clerk shall provide a copy of the Nominating Committee's report to all members entitled to vote. Any 7 members may, by written notice to the Secretary given not later than 20 days after the Nominating Committee's report is sent to members, propose for election any member not included in the Nominating Committee's recommended slate. Any such nominees proposed by such members shall be included in the electronic ballot prepared for election of members of the Board.

(c) The Board may appoint such other ad hoc committees with such limited purposes as the Board may determine.

(d) The Board may delegate to any committee it appoints some of its powers, except any powers which by law, the Articles of Organization or these bylaws they are prohibited from delegating. Except as the Board may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such rules, the business of each committee shall be conducted as nearly as may be in the same manner as is provided by these bylaws for the Board. The Board shall have the power to fill vacancies in, change the membership of, or to disband, any such committee.

3.23 Telephone or Electronic Conference Meetings. The Board and the members of any committee may participate in a meeting of the officers or of the members of any committee by means of a conference telephone or electronic or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE 4

SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The Board may designate persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the Corporation, or by such other title as the Board may think appropriate. Any such persons shall serve in an honorary capacity and shall, in any such capacity, have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

ARTICLE 5

INSPECTION OF RECORDS

Books, accounts, documents and records of the Corporation shall be open to inspection by any officer at all times during the usual hours of business. The original or attested copies of the Articles of Organization, these bylaws, records of all meetings of the members and of the Board, and records containing the names of all members, officers and their record addresses, shall be kept in Massachusetts at an office of the Secretary/Clerk if he or she is a Massachusetts resident; otherwise, such records shall be kept at the office of the Corporation's registered agent. Any or all of such records may be kept in digital form.

ARTICLE 6

CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by the President or the Treasurer. No other officer shall sign any such instruments unless authorized by the Board to do so. The Board may determine that checks drawn on the Corporation's accounts for sums in excess of an amount the Board selects shall require the signature of two officers; if the Board so determines, the Treasurer shall take such steps as may be necessary to cause the Corporation's checks to be imprinted with a legend to that effect.

ARTICLE 7

EXECUTION OF OTHER DOCUMENTS

Except as the Board may authorize execution in some other manner, all deeds, leases, transfers, contracts, bonds, or notes to be signed on behalf of the Corporation shall be signed by either the President or the Treasurer.

ARTICLE 8

INTERESTED OFFICERS

No contract or transaction between the Corporation and one or more of its officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its officers are directors, trustees or officers or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the officer is present at or participates in the meeting of the Board or of a committee which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, nor shall any officer be under any liability to the Corporation on account of any such contract or transaction if:

(1) The material facts as to his relationship or interest as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the Board or of the members of a committee; or

(2) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board or a committee thereof.

Common or interested officers may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction, and their votes may be counted for the purpose of a vote by the officers approving such contract or transaction.

ARTICLE 9

INDEMNIFICATION

The Corporation may, by vote of its Board and to the extent legally permissible, indemnify any person serving or who has served as an officer, employee or other agent of the corporation against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his being or having been an officer; provided that no indemnification shall be provided to an officer with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or was at least not opposed to such interests. Notwithstanding the foregoing provision, with respect to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for such payment or for any other expenses shall be provided unless such compromise and indemnification therefor shall be approved:

(i) by a majority vote of a quorum consisting of disinterested officers;

(ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board consisting of all the disinterested officers;

(iii) if there are not two or more disinterested officers, then by a majority of the officers then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the officers to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or was at least not opposed to such interests; or

(iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

If both the Corporation and any person to be indemnified are parties to an action, suit or proceeding (other than an action or suit by or in the right of the corporation to procure a judgment in its favor), counsel representing the Corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the Corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the Corporation; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by any such indemnified person shall be final and binding upon the Corporation and such indemnified person.

The right of indemnification provided in these bylaws shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than the persons designated in this Article may be entitled by contract, by vote of the Board, or otherwise under law.

As used in this Article the terms “person,” “officer,” “employee,” and “agent” include their respective heirs, devisees and personal representatives, and an “interested” officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

ARTICLE 10

FISCAL YEAR

The fiscal year of the corporation shall be the twelve-month period ending on the last day of the month of December.

ARTICLE 11

AMENDMENTS

11.1 These bylaws may be amended or repealed in whole or in part by vote of a two-thirds (2/3rds) of the members of the Board, except with respect to any provision thereof which by law, the Articles of Organization or the bylaws requires action by the members. No by-law may be amended, repealed or reinstated by the Board at any meeting unless notice of the proposed amendment, repeal or reinstatement is given to the members of the Board at least 4 weeks prior the meeting of the Board at which a bylaw change is to be considered.

11.2 Not later than the giving of notice of the annual meeting of the members next following the amendment, repeal or reinstatement by the Board of any bylaw, the Secretary/Clerk shall give notice to the members of such action. The members may, by vote of two-thirds (2/3rds) of members, amend, repeal or reinstate any bylaw the Board has altered, amended, repealed or reinstated.

D3, 2/4/2020