



## **By-laws for the Association of Philadelphia Tour Guides**

As revised and approved by the Board of Directors July 10, 2023

*Well-informed local residents have welcomed visitors to the Delaware Valley ever since the Lenape natives greeted William Penn when he arrived in 1682. The members of this Guides Association appreciate the unparalleled historic and architectural riches of Philadelphia and have formed this association to continue this four-century tradition.*

**ARTICLE I**     **NAME:** The name of this organization is

**Association of Philadelphia Tour Guides**

**ARTICLE II**     **Purposes:** This association is established as a non-profit 501(c)(6) corporation to establish high standards for interpreting this city, develop an education program, enable guides to obtain liability insurance, and support measures to enhance the visitor experience.

**ARTICLE III**     **MEMBERSHIP:** Membership is open to professional and volunteer tour guides, docents, historians, first person interpreters, and all others with an interest in the history, architecture, and culture of the city.

Yearly membership dues will be established to meet the association's needs. Those persons who pay annual dues and support the purposes of the association shall be eligible to become Members. The Board of Directors has the right to deny admission for any reason deemed sufficient by the Board of Directors even though the applicant may meet the stated criteria for membership.

**Section 1. Voting Rights.** 10% of the membership constitutes a quorum. If a quorum is not present, the majority decision of those in attendance decides the transaction of business. The acts of a quorum of Members shall be deemed to be the acts of the Members.

**Section 2. Termination of Membership.** Any member may be expelled from Membership, with or without the assignment of cause, upon a majority vote of The Board of Directors, provided that written notice of the intention to expel and reasons therefore have been provided to the member. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

**Section 3. Resignation.** Any member may resign by filing a written resignation with the secretary or other Board of Director, but such resignation shall not constitute of refund of dues for that membership year.

**Section 4. Reinstatement.** Upon written request for membership reinstatement, the member may be reinstated by an affirmative majority of the Board of Directors at which a quorum is of 5 or more is present.

**Section 5. Transfer of Membership.** Membership in this association is not transferable or assignable.



**ARTICLE IV MEETINGS:** Meetings of members shall take place normally on the 2<sup>nd</sup> Wednesday evening of each month at a site to be designated by the President. The Board of Directors may, by voice vote, change the time and site of the meetings.

**Section 1. Biennial Elections.** The Biennial meeting for the election of the Board of Directors will normally take place in December. The biennial election of Officers and Board of Directors shall be by written ballot at the meeting. An election for the officers shall be held first. Once those results are announced, the election of the Directors at Large shall take place. These directors shall be elected by the plurality vote of association members. Results shall be tabulated in the presence of the members during the meeting. The newly elected Board of Directors will take over at the January meeting.

**Section 2. Rules of Order.** All Board of Directors voting must be conducted with a quorum present. Committee chairs shall make the final decisions of the committee. If the committee members do not like the chair's decision, they can overturn it with a majority vote. All committee actions and decisions are subject to the approval of the Board of Directors.

**Section 3. Special Meetings.** Special meetings may be called by the President or a majority of the Board of Directors, or 10% of the membership. Members must be notified of such a meeting in writing, phone and/or email at least ten (10) days before a special meeting is to take place. The specific reason(s) for such a meeting must be included in the notice; no other business will be transacted at such a special meeting without the majority consent of all members present.

**ARTICLE V BOARD OF DIRECTORS:**

**Section 1. Powers** The business of this Association shall be managed by a Board of Directors. This committee shall consist of 4 Officers (President, Vice President, Secretary, Treasurer) and 3 additional Directors at Large. All Officers and Directors will be elected at the December meeting. All efforts should be made to ensure that the Board is representative of a diversity of constituencies, including, but not limited to, step-on guides, walking tour guides, and house docents.

**Section 2. Compensation** Officers and Directors shall not receive compensation for serving on the Board but may be reimbursed for and authorized to incur reasonable expenses because of serving on the Board.

**Section 3. Election and Term** All Officers and Directors at Large shall serve for two calendar years beginning January 1<sup>st</sup> after the biennial December election. Each Board member will have only one vote.

**Section 4. Vacancies** Any Officer or Director seat vacated will be filled by a majority vote of the remaining members of the Board of Directors.

**Section 5. Removal** Any Officer or Director may be removed from office, with or without the assignment of cause, by a vote of a majority of the Board of Directors in office. No Director may be removed without having the opportunity to be heard at such a meeting, but no formal hearing procedure need to be followed.

**ARTICLE VI OFFICERS:**

**Section 1. Officers.** The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer.

**Section 2. Election and Term of Office.** Each elected officer shall be elected biennially by the members of the association. Each elected officer shall hold office until their successor shall have been duly elected.

**Section 3. President.**

- Shall preside at all meetings of the Members and the Directors
- Shall present an annual report to the members on the work of the Association.
- Shall establish and disband all committees.
- Shall serve as an ex-officio member of all committees.



- May be one of two signatories on any checks.
- Shall act as spokesperson of the association to the public and press, reflecting the official decisions and viewpoints of the membership.

**Vice-President,**

- Shall assist the President as requested by the President.
- Shall serve as an ex-officio member of all committees.
- Shall serve as President in the absence of the President at a meeting or other event.
- Shall assume the office of President upon the resignation of the President or if the President is unable to fulfill the duties of office as determined by the Board of Directors.

**Secretary,**

- Shall ensure that all reports, records and official business of the association are maintained in good order.
- Shall appoint an alternate Director to take minutes, etc. in his/her absence.
- Shall maintain and update the membership list.
- Shall give and serve all notices to the members of the Association.
- Shall maintain the minutes of membership meetings and a record of all official actions and decisions of the Association and Board of Directors and submit them monthly to the members.
- Shall submit to the Board any communications addressed to the Association.

**Treasurer,**

- Shall have the care and custody of all the Association's funds, depositing them in timely fashion in the designated account.
- Shall, with the President, be one of the two signatories on all checks.
- Shall provide a quarterly written account of the Association's finances- at membership meetings in January, April, July and October
- Shall update the Board of Directors on the association's finances as requested.

**ARTICLE VII COMMITTEES:** The President will establish and charge, or disband, committees at will.

**Section 1. Board Committees** will be responsible for making binding rules for the Association such as bylaws, policies and procedures and ethics.

**Section 2. Working Committees** will be committees established as needed by the President to engage members in the mission and functions of the Association.

**ARTICLE VIII RECORDS:**

**Section 1. Electronic Records** The association shall keep correct and complete electronic records. These records shall include, but are not limited to, incorporating and other official documentation for the association, past and current financial and membership information, certification information, supporting documentation for any large events, and Board of Directors meeting minutes. All records of the association shall be available for inspection by any member, or his or her agent or attorney for any proper purpose at any reasonable time, in accordance with statutes and these bylaws.

**Section 2. Software, Social Media Accounts, Web Pages, and other electronic data.** The Board of Directors will maintain at least 2 different administrators for all email, social media, online administrative accounts, and any other electronic data or communications system belonging to the



association (including but not limited to websites, social media sites, google platforms, etc.) Login information and passwords for any electronic data concerning the association will be kept in the electronic records. Anything created for the association in electronic or physical copy form is the property of the association. Under no circumstances do any of these electronic or physical creations belong to an individual. Board of Directors agree to return all electronic and physical creations as well as information regarding access to the remaining Board of Directors when stepping down. Not doing so will be a breach of fiduciary duty

**ARTICLE IX**    **FISCAL YEAR:** The fiscal year of APT shall be from January 1 to December 31 of any year.

**ARTICLE X**    **DUES:**

**Section 1. Annual Dues.** The Board of Directors will determine the amount of annual dues.

**Section 2. Payment of Dues.** Dues shall be payable in advance pursuant to a schedule determined by the Board of Directors.

**Section 3. Default and Termination of Membership.** Any member failing to renew membership within 60 days of the start of the membership year shall have their membership and voting rights terminated. Reinstatement is an option once dues are paid.

**ARTICLE XI**    **CORPORATE SEAL:** The Board of Directors shall provide a suitable seal containing the name of the corporation and the year in which it was first incorporated. The seal shall be in the custody of the Secretary.

**ARTICLE XII**    **AMENDMENT TO BYLAWS:** A vote by 2/3 of the membership is required to change the bylaws. The Secretary shall solicit mail and email ballots from the membership for any votes on the bylaws. If, however, within 1 month, the Secretary has not received ballots representing 2/3 of the membership qualified to vote, the votes necessary to change the bylaws shall be 2/3 of those who have returned ballots within the 1-month period.

**ARTICLE XIII**    **INDEMNIFICATION: LIABILITY AND INDEMNIFICATION**

**Section 1. General Rule.** (“Director” refers to any officer or director at large of the Board of Directors.) A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

- (a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in the bylaws, policies and procedures, and ethics and standards as outlined by the Board of Directors.
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

**Section 2. Indemnification.** The Association shall indemnify any officer, Director, or Volunteer representative acting on behalf of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether or not by, or in the right of, the Association) (a “Proceeding”), by reason of the fact that such person is or was a representative of the Association, against expenses (including attorney’s fees), judgements, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal: provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take



action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness: and provided, further, however, in instances of a claim by or in the right of the Association, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

**Section 3. Procedure.** Unless ordered by a court, any indemnification under Section 2 or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Officers and Directors who were not parties to the action or proceeding;
- (b) (if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- (c) by the Members by a majority of a quorum vote.

**Section 4. Advancement of Expenses.** The Association shall advance expenses incurred by an officer, Director, or volunteer representative who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Association, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

**Section 5. Continuing Right to Indemnification.** The indemnification and advancement of expenses provided pursuant to the Article shall continue as to any person who has ceased to be an officer or Director of the Association and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 6. Other Rights.** This Article shall not be exclusive of any other right which the Association may have to indemnify any person as a matter of law.

**ARTICLE XIV DISSOLUTION:** In the event of the dissolution of the association, the principal assets shall, after payment of all debts and expenses, be distributed to one or more organized and qualified charitable, educational, scientific, or philanthropic organizations, or the United States of America, as the Board of Directors shall determine.

**ARTICLE XV EFFECTIVE DATE OF BYLAWS:** These bylaws shall be effective and in force as of the date and time of their adoption by the two-thirds majority of the members.