

**NATIONAL  
TRUST  
FOR  
HISTORIC  
PRESERVATION**

Bylaws of the  
National Trust for Historic Preservation  
in the United States

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National Trust for Historic Preservation in the United States

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FOR HISTORIC PRESERVATION  
IN THE UNITED STATES**

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BYLAWS OF THE  
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**ARTICLE I**  
**Corporate Status and Statutory Authority**

The National Trust for Historic Preservation in the United States, hereinafter referred to as the National Trust or the Corporation, is a charitable, educational, and nonprofit corporation chartered by an Act of the Congress of the United States of October 26, 1949, as amended. The purposes and powers of the Corporation are as set forth in the Statutory Charter. The Corporation has its principal office in the District of Columbia, and is deemed for all purposes to be an inhabitant and resident thereof.

The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for the nonprofit purposes. Any property, assets, profits and net income of the Corporation located within the State of California are irrevocably dedicated to charitable, religious, scientific and/or hospital purposes as that term is defined and interpreted for the purposes of California law. No part of the net income of the Corporation shall ever inure to the benefit of any Trustee, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of the Corporation, which shall be by the Act of Congress, title to its properties, both real and personal, shall, insofar as consistent with existing contractual obligations and subject to all other legal enforceable claims or demands by or against the National Trust, pass to and become vested in the United States of America. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, except that such activities may be carried on to the extent permitted by Section 501(h) without loss of exemption under Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law); nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

## ARTICLE II Membership

**Section 1. Members.** The members of the National Trust shall be such individuals, organizations, institutions and corporations as may be accepted from time to time in accordance with procedures established by the Board of Trustees.

**Section 2. Voting.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 3. Transfer of Membership.** Membership in this Corporation is not transferable or assignable without the written consent of the Board of Trustees or of the Executive Committee.

**Section 4. Termination of Membership.** The Board of Trustees may request the resignation, or terminate the membership of, any member, whether an individual, organization, institution, or corporation, for any act or omission which is deemed by the Board of Trustees to be inconsistent with the accomplishment of the purposes and objectives of the National Trust or which it deems would interfere with the accomplishment of said purposes and objectives.

**Section 5. Dues.** Each member shall pay such annual dues as may be from time to time fixed by the Board of Trustees.

**Section 6. Honorary Members.** Honorary members of the National Trust may be elected by the Board of Trustees at any time and shall hold such position at the pleasure of the Board of Trustees. Honorary members may attend meetings of the members, but shall not be entitled to vote and shall have no duties, liabilities or responsibilities of any kind.

## ARTICLE III Membership Meetings

**Section 1. Regular and Special Meetings.** The members of the National Trust shall meet annually at a time and place to be determined by the Board of Trustees. Other regular or special meetings of the members shall be held at the direction of the Board of Trustees.

**Section 2. Business of Annual Membership Meeting.** The business of the Annual Membership Meeting shall include: (1) the election of Trustees during the plenary session of such Annual Membership Meeting and (2) such other business as may be laid before the members by the Chairman who shall preside at the Annual Membership Meeting including the plenary session thereof. The Chairman shall determine all matters relating to the conduct of the meeting in his sole discretion, including determination of whether a quorum is present, voting rights, and proceedings.

**Section 3. Voting.** Any person attending a membership meeting in the capacity of an individual member and also in the capacity of a delegate of a member organization shall be entitled to one vote on behalf of the member organization and one vote on his own behalf as an individual member.

**Section 4. Alternate Delegates.** If the delegate of a member organization is absent from a meeting of the members of the National Trust, an alternate delegate duly appointed by the member organization shall be entitled to vote in his place.

**Section 5. Proxies.** Any member of the National Trust may vote at any meeting of the members of the National Trust in person or by written proxy.

**Section 6. Quorum.** At any regular or special meeting of the members of the National Trust, 100 members in person or by written proxy shall constitute a quorum for the transaction of business.

**Section 7. Notices.** Written notice of the time and place of the Annual Meetings of the members of the National Trust shall be sent to all such members not less than 30 days in advance of the date of such meeting. Written notice of the time and place of all other regular or special meetings of the members shall be sent to all such members not less than 14 days in advance of the date of such meetings. Such notices may be given in a publication that goes to all members of the National Trust.

## **ARTICLE IV Trustees**

**Section 1. Authority.** The affairs of the National Trust shall be under the general direction of a Board of Trustees, the sole policy-making body of the National Trust, which shall provide for the administration, management, preservation and protection of the property of the Corporation and shall, to the extent it deems appropriate, exercise its power to administer, direct, manage and conduct the affairs of the National Trust through the President and such other officers as it may designate or approve.

**Section 2. Number.** The Board of Trustees shall be composed as follows: The Attorney General of the United States; the Secretary of the Interior; and the Director of the National Gallery of Art, ex officio; and not more than 40 (in addition to the Chairman of the Board of Advisors, the Chairman of the Property Councils, the representative of the Statewide and Local Partners, and the representative of the Main Street Coordinators) nor less than six general Trustees who shall be citizens of the United States.

**Section 3. Election.** The general Trustees shall be chosen by the members of the National Trust from its members as herein provided in Article V.

**Section 4. Vacancies.** The Board of Trustees shall have the power to appoint members of the National Trust to fill temporary vacancies in the Board of Trustees. The appointment of a successor Trustee by the Board of Trustees shall be subject to confirmation by the members of the National Trust at the next Annual Meeting following the date of such appointment. The Trusteeship and Governance Committee shall submit the name of any such appointee, together with the names of any other members of the National Trust who are candidates for election, as Trustees, to the members at the next Annual Meeting.

**Section 5. Term of Office.** The term of office of the general Trustees shall be three years from the date of election. Any Trustee who has served three consecutive three year terms shall, unless serving as an officer, be ineligible for reelection as a Trustee until one year has elapsed following the date of expiration of the third consecutive term of office. A successor Trustee appointed by the Board of Trustees shall, if confirmed by election of the members at a regular meeting of the National Trust, serve for the remainder of the unexpired term and such service shall not count as a full term for purposes of the three-term limitations imposed herein. Notwithstanding the foregoing, the terms of non-statutory ex-officio voting general Trustees shall be limited to a single, non-renewable two-year term.

**Section 6. Termination of Office.** By a vote of three-fourths of the Trustees present and voting, and after due notice, the Board of Trustees may terminate the term of office of any Trustee for any act or omission which it deems to be inconsistent with the accomplishment of the purposes and objectives of the National Trust.

**Section 7. Delegation.** The Attorney General, and the Secretary of the Interior, when it appears desirable in the interest of the conduct of the business of the Board and to such extent as they deem it advisable, may, by written notice to the National Trust, designate any officer of their respective departments to act for them in the discharge of their duties as a member of the Board of Trustees.

**Section 8. Honorary Trustees.** Honorary Trustees may be elected by the Board of Trustees at any time and shall hold such position at the pleasure of the Board of Trustees. Honorary Trustees may attend meetings of the Board of Trustees at the discretion of the Board, but shall not be entitled to vote in matters decided by the Board. Honorary Trustees may serve as officers and/or members of Trustee committees by appointment of the Chairman of the Board of Trustees. When so appointed, Honorary Trustees, as officers or committee members, shall have the same rights and responsibilities as other non-Trustee committee members.

**Section 9. Emeritus Trustees.** A Trustee who has served one or more terms shall be eligible for election by the Board of Trustees as a Trustee Emeritus. Emeritus Trustees may attend meetings of the Board of Trustees at the discretion of the Board but shall have no liabilities or responsibilities of

any kind. Any Trustee elected to emeritus status who previously served one or more terms as Chairman shall be designated as Chairman Emeritus.

**Section 10. Compensation.** No compensation shall be paid to the members of the Board of Trustees for their services as such members, but they shall be reimbursed for travel and actual expenses necessarily incurred by them in attending Board meetings and performing other duties on behalf of the National Trust at the direction of the Board.

**Section 11. Meetings.** The Board of Trustees shall meet at least three times a year on dates prescribed by the Executive Committee. One of these meetings, which will be the Annual Meeting of the Board, shall be held at the time and place of the Annual Meeting of the membership. Special meetings shall be called at any time upon the order of the Chairman or at the written request of six members of the Board. All meetings of the Board shall be held at the principal office of the Corporation unless otherwise designated in the notice at the request of the person or persons calling the meeting. Members of the Board of Trustees, the Executive Committee, or any other committee of the Board of Trustees, may participate in a meeting of the Board or of any such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this sentence shall constitute presence in person at such a meeting.

**Section 12. Quorum.** At all meetings of the Board of Trustees the presence of a majority of the members, including ex officio members, shall constitute a quorum. Any lawful action on which a majority of the entire Board of Trustees shall concur in writing shall be binding and valid although not authorized or approved at any regular or special meeting of the Board but such action shall be reported to the next meeting of the Board of Trustees.

**Section 13. Voting.** Each member of the Board of Trustees, including each ex-officio member, shall be entitled to one vote on each matter submitted to a vote of the Trustees.

**Section 14. Committees.** The Trusteeship and Governance Committee and the Audit Committee shall be standing committees of the Board of Trustees. The Chairman of the Board of Trustees may establish such other standing and ad hoc committees, not specifically provided for in these Bylaws, as the Chairman may deem advisable subject to the approval of the Board of Trustees. The functions of all committees of the Board of Trustees shall be as prescribed by the Chairman and approved by the Board and they shall advise and consult with the Board and staff of the National Trust to the extent authorized by the Chairman of the Board. The Chairman of the Board of Trustees shall appoint all Chairmen and members of standing and ad hoc Board of Trustee committees and the number of Trustee members and non-Trustee members (each of whom shall be a member of the National Trust) of each such committee shall be determined by the Chairman of the Board. The composition of such committees, shall, to the extent practical, be

changed or rotated at regular intervals by the Chairman of the Board to the end that wide membership participation in the affairs of the National Trust may be attained and expertise be drawn upon. The Chairman of each committee shall determine the date and place of all committee meetings. Each committee shall adopt its own rules of procedure and the President of the National Trust, after consultation with the Chairman of each committee, shall make available such staff resources as the Committee Chairman and the President determine are required for the conduct of essential committee functions.

**Section 15. Rules and Regulations.** The Board of Trustees may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it.

**Section 16. Annual Report.** The Chairman of the Board of Trustees shall cause an Annual Report to be prepared with respect to the activities of the National Trust for submission to the members. The audited financial statements of the Corporation shall be included in that report.

**Section 17. Notices.** Written notice of the time and place of all meetings of the Board of Trustees shall be sent to all Trustees not less than 10 days in advance of the date thereof.

## **ARTICLE V Nomination and Election**

**Section 1. Procedure.** It will be the responsibility of the Trusteeship and Governance Committee to present the nominations of general Trustees to be elected or confirmed at the Annual Meeting held during each calendar year and to advise the Board of Trustees of the nominations to fill any vacancies which may occur on the Board of Trustees prior to said Annual Meeting. Nominations by the Trusteeship and Governance Committee shall be sent to the Corporate Secretary not less than 120 days in advance of the Annual Meeting at which the election is to be held.

**Section 2. Criteria for Nominations.** In selecting nominees for general Trustees, the Trusteeship and Governance Committee shall establish and periodically review criteria for the selection of Trustees to meet changing needs of the National Trust. Geographic distribution will be considered to the end that the Board of Trustees shall be representative of the various areas of the United States; provided, that the Trusteeship and Governance Committee shall give special consideration in making nominations to individuals who have served one term as Advisors, to the end that each Trust administrative region shall at all times be represented on the Board of Trustees. The incumbent Chairman of the Board of Advisors, the incumbent Chairman of the Property Councils and Boards, the incumbent representative of the Statewide and Local Partners, and the incumbent representative of the Main Street

Coordinators shall each be nominated to serve a single, non-renewable two-year term, as ex-officio voting general Trustees.

**Section 3. Nominations by Members.** Nominations for general Trustees may be made by a petition signed by not less than 100 members of the National Trust, provided that any such petition is sent to the Corporate Secretary at the principal office of the National Trust not less than 120 days in advance of the Annual Membership Meeting at which the election is to be held.

**Section 4. Elections.** Nominees for election as general Trustees who receive a plurality vote of members voting at the Annual Membership Meeting shall be declared elected or confirmed, as the case may be.

## **ARTICLE VI Executive Committee**

**Section 1. Composition.** The Executive Committee of the Board of Trustees shall be composed of the Chairman, First Vice Chairman, Second Vice Chairman, and the general Trustee Chairmen of standing committees of the Board of Trustees and such other members of the Board of Trustees as may be appointed annually by the Chairman of the Board of Trustees for a term of not more than one year but they may be appointed for consecutive terms and, in any event, they shall continue to serve until their successors are appointed. At the discretion of the Chairman of the Board of Trustees, any Chairman Emeritus may be invited to participate in meetings of the Executive Committee in a nonvoting, advisory, capacity.

**Section 2. Powers.** The Executive Committee shall have and exercise all the powers of the Board of Trustees between the meetings of the Board of Trustees subject to general policies established by the Board.

**Section 3. Proceedings.** The Chairman of the Board of Trustees shall also be Chairman of the Executive Committee. In the event of the inability of the Chairman to act for any reason, the First Vice Chairman of the Board shall act in the Chairman's stead. Five members of the Executive Committee shall constitute a quorum. The Executive Committee may determine the manner and form of its proceedings and the time, place and notice to be given of its regular or special meetings. Any lawful action in which a majority of the entire Executive Committee shall concur in writing shall be binding and valid although not authorized or approved at any regular or special meeting of the Executive Committee but such action shall be reported to the next meeting of the Board of Trustees.

## ARTICLE VII Officers

**Section 1. Officers.** The officers of the Corporation shall be the Chairman, the First Vice Chairman, and the Second Vice Chairman, together with a President, a Vice President and General Counsel, and a Vice President for Finance and Administration (the latter three of whom shall be employees of the National Trust), and such other officers as the Board of Trustees may from time to time designate.

**Section 2. Terms.** The Chairman, First Vice Chairman, and the Second Vice Chairman shall be elected by a majority vote of the members of the Board of Trustees at its meeting during every third National Trust Annual Membership Meeting for terms of three years. The Chairman, First Vice Chairman, and Second Vice Chairman shall be eligible for reelection for one additional term of three years only. The terms of these elected officials in their capacity as members of the Board of Trustees shall be extended to coincide with their terms of service as Chairman, First Vice Chairman, and Second Vice Chairman, but in no case shall exceed five years in duration. The President shall be appointed by and serve at the pleasure of the Board of Trustees.

**Section 3. Qualifications.** The Chairman, First Vice Chairman, and Second Vice Chairman must be Trustees. Neither the President, the Vice President for Finance and Administration, the Vice President and General Counsel, nor any other officer shall be a Trustee.

**Section 4. Selection.** Nominations for the office of Chairman, First Vice Chairman, and Second Vice Chairman shall be made by the Trusteeship and Governance Committee and presented to the Board of Trustees when a vacancy in any such office occurs or will occur for any reason.

**Section 5. Vacancies.** Any vacancy in the office of Chairman, First Vice Chairman, or Second Vice Chairman shall be filled by the Board of Trustees for the unexpired term of the office, provided that the Board in its discretion may fill any vacancy in the office of Chairman by election to a full three year term. The Chairman of the Board may, however, temporarily fill vacancies in any other office until such vacancy is filled by the Board of Trustees at its next regular meeting.

**Section 6. The Chairman.** The Chairman of the Board shall preside at the Annual Meeting of the members and all meetings of the Board of Trustees. The Chairman shall, in consultation with the President, arrange for the scheduling and agenda for Board and Executive Committee meetings. The Chairman shall establish procedures for the Board's work, keep the flow of information to Board members under continuous review, assign specific tasks to Board members and establish and revise as necessary the composition and structure of Board committees. The Chairman shall be an ex-officio voting member of all standing and ad hoc committees of the Board of Trustees.

**Section 7. The Vice Chairmen.** In the event of a vacancy in the office of Chairman of the Board of Trustees or during the Chairman's absence or inability to act for any reason, the First Vice Chairman shall act as Chairman until the next annual meeting or until such time as a new Chairman is elected. If the office of First Vice Chairman is vacant or the First Vice Chairman is for any reason unable to act, the powers and duties of the Chairman shall be exercised by the Second Vice Chairman, or by a member of the Executive Committee who shall be selected by said Committee. The Vice Chairmen shall perform such other appropriate duties as the Board of Trustees, the Executive Committee or the Chairman of the Board may assign.

**Section 8. The President.** The President, who shall receive compensation for such services as determined by the Board of Trustees, shall be the chief executive officer of the Corporation, shall exercise general supervision over the affairs of the Corporation and shall see to it that such affairs are conducted in accordance with the charter and bylaws of the Corporation and pursuant to the direction of the Board of Trustees. The President shall appoint all employees of the Corporation who shall serve at the President's pleasure; except that the employment of the Vice President and General Counsel and the Vice President for Finance and Administration shall be subject to the prior approval of the Board of Trustees. The President may in his discretion delegate to the director of any regional office or property the authority to appoint employees. Unless otherwise limited by the President, such delegation shall include the authority to terminate employment. The President is authorized to: (a) establish and appoint members to such standing and ad hoc President's Advisory Committees or Councils as he shall deem to be beneficial to his performance of his responsibilities as fixed by these bylaws and he shall be an ex-officio member of all such committees; (b) prescribe the role of such Committees, procedural guidelines, the term of office of the members of such committees and the extent of reimbursement to non-Trustee members of Board and President's Advisory Committees for travel and other expenses necessarily incurred by them in the performance of their official duties; (c) serve as an ex-officio member of all Board of Trustee Standing Committees, except the Audit Committee, and all ad hoc Committees of the Board of Trustees unless the chairman of the Board determines otherwise, (d) designate and delegate to a staff officer authority to act for him during his temporary absence or inability for any reason to carry out the powers and duties of the President's office; and (e) designate and delegate to a staff officer or officers responsibility for development and maintenance of corporate records, in collaboration with the Corporate Secretary.

**Section 9. The Corporate Secretary.** The Corporate Secretary shall, in coordination with the President make and keep, or cause to be made and kept, a record of the proceedings taken and resolutions adopted at all membership meetings, meetings of the Board of Trustees and the Executive Committee. The Corporate Secretary shall have custody of the corporate records and the corporate seal, and shall affix the corporate seal to all contracts, instruments, documents or conveyances and shall perform all other

duties incident to the office. In the absence or inability to act of the Corporate Secretary the duties of the office may be performed by one or more Assistant Secretaries. The Corporate Secretary shall in like manner provide for the timely mailing or delivery of all notices of meetings of the Board of Trustees and its committees and the publication of notices or meetings of the membership. The Corporate Secretary shall maintain surveillance over the Bylaws and shall initiate, review and recommend to the Board amendments or revisions needed to keep the Bylaws up to date.

**Section 10. The Vice President for Finance and Administration.** The Vice President for Finance and Administration shall have operating responsibility for the fiscal affairs of the Corporation and in this capacity shall receive and disburse the funds of the Corporation and perform all other functions customarily performed by the Treasurer of a corporation. The Vice President for Finance and Administration shall deposit all funds in the name of the Corporation and all securities in such depository or depositories as the President may, from time to time, designate or approve, and shall have custody of all records and documents relating to the property of the Corporation, keep proper books of account which shall be open at all times to inspection by the Board of Trustees, and shall render to the Board of Trustees at each of its meetings a report of all financial activities executed by said Vice President for Finance and Administration since the prior Board meeting. At least once a year the Vice President for Finance and Administration shall submit to the Board of Trustees a statement of the financial conditions of the Corporation, certified by independent accountants, consisting of a balance sheet and related statements of income and expenses, and the status and changes in all funds and securities for the preceding fiscal year. The Board of Trustees may in its discretion require the Vice President for Finance and Administration and any assistant to give bond in such amount and with such surety or sureties as the Board shall determine.

**Section 11. The Vice President and General Counsel.** The Vice President and General Counsel shall have responsibility for providing, principally through staff resources but by contract with private counsel as appropriate, for the internal and external legal services requirements of the National Trust, and for such other responsibilities as may be assigned by the President.

**Section 12. Other Officers.** All other officers of the Corporation shall have such responsibilities and perform such duties as may be prescribed by the Board of Trustees or by the Executive Committee.

## **ARTICLE VIII Budget**

The fiscal year for the Corporation shall be January 1 through December 31. A budget reflecting a balance between projected income from all sources and expenditures for all purposes shall be prepared by the President in accordance with policy guidelines provided by the Board of Trustees and

submitted for consideration of the Finance Committee at a meeting to be held not later than November 15 in the preceding fiscal year. Any budget adopted by the Committee shall be subject to approval of the Board of Trustees at its next regular meeting. The President shall report to the Board of Trustees at such meeting interim expenditures within the budget adopted by the Finance Committee. No obligation shall be incurred and no expenditures shall be made for any purpose not authorized in the approved budget or in excess of the amount specified therein. However, the President may, to the extent authorized by resolution adopted by the Board of Trustees, make adjustments in program priorities within an approved budget, and proceed with expenditures or obligations accordingly. The Executive Committee is authorized, as circumstances require, to approve amendments to the budget to permit by resolution expenditures, obligations, or reductions of approved purposes not within the scope of the authority granted by the Board of Trustees to the President, provided that the Committee determines that funds will be available to finance additional undertakings, if any. Any such action must be reported to the Board of Trustees at its next meeting.

## **ARTICLE IX**

### **Board of Advisors of the National Trust**

**Section 1. Membership.** The Board of Advisors of the National Trust shall consist of two or more Advisors from each State, the District of Columbia, the Commonwealth of Puerto Rico, and the Virgin Islands. They shall be appointed from the National Trust membership upon the recommendation of the Trusteeship and Governance Committee by the Chairman of the Board of Trustees with the approval of the Board of Trustees. The Trusteeship and Governance Committee shall periodically review criteria for the selection of Advisors to meet changing needs of the National Trust.

**Section 2. Purpose.** Broadly stated, the purpose of the Board of Advisors is to assist the Trustees, officers and staff of the National Trust in achieving the goals and programs of the National Trust. Specifically, its purpose is to provide the National Trust with an organized network of persons familiar with the preservation problems and potential within their respective geographic areas who have demonstrated active support of the National Trust and/or historic preservation and whose interest and leadership resources may be mobilized to provide continuous support for the preservation movement.

**Section 3. Chairman as Ex Officio Trustee.** The Chairman of the Board of Advisors shall be nominated to serve as an ex officio Trustee of the National Trust, as provided in Article V, Section 2.

**Section 4. General.** All matters relating to the Board of Advisors shall be determined by the Roles and Responsibilities document for the National Trust Board of Advisors adopted by the Board of Trustees on October 23, 1987, as it may be amended by the Board of Trustees from time to time.

## ARTICLE X Property Councils and Costewardship Organizations

**Section 1. Property Councils.** The purpose of the Property Councils of the National Trust is to advise and assist the National Trust in the preservation and operation of the Historic Museum Properties owned and operated by the National Trust for public benefit, to support the properties in the accomplishment of their missions, and to assist the National Trust in the implementation of general policies with regard to the properties. Members of the Property Councils are appointed by the President of the National Trust.

**Section 2. Costewardship Organizations.** Costewardship organizations are independent organizations that operate National Trust Historic Sites. Costewardship organizations operate National Trust Historic Sites through a variety of legal arrangements, which may vary from site to site.

**Section 3. Chairman as Ex Officio Trustee.** The Chairmen of the Property Councils and the Chairmen (or Presidents) of the Costeward organizations shall meet annually and shall elect a Chairman of the Property Councils and Boards. The Chairman of the Property Councils and Boards shall serve a one year term, renewable for a total of three years. The Chairman of the Property Councils and Boards shall be nominated to serve as an ex officio voting Trustee of the National Trust, as provided in Article V, Section 2. The Chairman shall be a standing member of the Properties Committee.

## Article XI Statewide and Local Partners

**Section 1. Statewide and Local Partners.** Statewide and Local Partners is a network of established state- and local-level nonprofit historic preservation organizations that have been recognized by the National Trust as demonstrating a high capability toward implementation of the preservation mission within their states. The statewide and local preservation organizations that participate in the Statewide and Local Partners program, while independently organized and operated, work closely with the National Trust in advancing the mission of the preservation movement in the United States.

**Section 2. Statewide and Local Partners Representative as Ex Officio Trustee.** The various statewide and local preservation organizations participating in the Statewide and Local Partners program of the National Trust shall select a single individual, who shall be either a board member or staff director of a participating statewide or local preservation organization, to serve as representative of the Statewide and Local Partners to the Board of Trustees of the National Trust. The representative of the Statewide and Local Partners shall serve a two year nonrenewable term. The representative of the Statewide and Local Partners shall be nominated to serve as an ex officio voting Trustee of the National Trust, as provided in Article V, Section 2.

## Article XI Main Street Coordinators

**Section 1. Main Street Coordinators.** The National Trust, through its Main Street program, works closely with individuals and organizations at the state, regional, and local levels to advance community revitalization. In implementing this program, the National Trust's key partners are state, regional, and local Main Street Coordinating Programs, which have been recognized by the National Trust as demonstrating a high capability toward implementation of the Main Street Four-Point Approach within their states, regions, or municipalities. The Main Street Coordinating Programs have established a Main Street Coordinators Executive Committee to represent the interests of all Main Street Coordinating Programs. The Executive Committee consists of seven elected members and one ex-officio member. The participating statewide, regional, and local Main Street organizations, while independently organized and operated, work closely with the National Trust in advancing the mission of the preservation movement in the United States.

**Section 2. Main Street Coordinators Representative as Ex-Officio Trustee.** The Main Street Coordinators shall select a single individual to serve as representative of the Main Street Coordinators to the Board of Trustees of the National Trust. The representative of the Main Street Coordinators shall serve a two year non-renewable term. The representative of the Main Street Coordinators shall be nominated to serve as an ex-officio voting Trustee of the National Trust, as provided in Article V, Section 2.

## ARTICLE XII Indemnification of Trustees, Officers, Employees and Agents; Insurance

(a) The corporation may indemnify any person 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, by reason of the fact that such person is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees of attorneys selected by the corporation), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, convention, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect

to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) To the extent that a trustee, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees of attorneys selected by the corporation) actually and reasonably incurred by him in connection therewith.

(c) Any indemnification under subsection (a) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (a) of this section. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

(d) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(e) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of membership or disinterested trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(f) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

(g) For the purpose of this section, references to the "corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a trustee, director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation in the same capacity.

### **ARTICLE XIII Amendment of Bylaws**

These Bylaws may be amended by the Board of Trustees by an affirmative vote of not less than two-thirds of the members in attendance at any meeting of the Board of Trustees.