

UNION COUNTY HISTORICAL SOCIETY

BY-LAWS

ARTICLE I – NAME AND OFFICE

1.1 The name of the organization shall be Union County Historical Society, hereinafter known as “the Society.”

1.2 The registered Office of the Society shall be located at the Union County Courthouse, 103 S. 2nd Street, Lewisburg, PA 17837

ARTICLE II – STATEMENT OF PURPOSE

2.1 The purpose of the Society shall be as set forth in the Articles of Incorporation.

ARTICLE III – BUSINESS YEAR

3.1 The Society’s business year shall begin on January 1 and end on December 31.

ARTICLE IV - MEMBERSHIP

4.1 Annual membership, from January 1 to December 1, at which time the Membership Committee shall evaluate the membership list and rates between December 2nd and December 31st.

4.2 *Dues* – The Board of Directors shall consider recommendations by the Membership Committee to set and determine the dues structures.

4.2.1 - Annual dues shall be payable in January. New memberships received after July 1 shall be assessed for half the annual membership level and run until December 1 of that year. They also shall not be eligible for the free *Heritage* book offers unless they pay the full membership price

4.2.2 – Renewal requests shall be sent in November. Reminders shall be sent in late February to those who have not renewed. Members in arrears more than six months shall be dropped from the roll.

ARTICLE V - BOARD OF DIRECTORS

5.1 – The Board shall number no more than fifteen Members and no fewer than nine Members.

5.1.1 – Board Members must be eighteen years of age or older.

5.2 - Election of Directors

5.2.1 – The Board shall use the following procedure to supervise elections:

- The President shall appoint a Nominating Committee at the January Board meeting.
- That Committee shall present a list of candidates at the March Board meeting.
- The Board shall announce the slate of candidates in the May newsletter.
- Members shall receive ballots with the August newsletter and submit their votes to the Office by the third week of August.

5.3 – Election of Officers

5.3.1 – The Officers shall be a President, Vice President, Secretary, and Treasurer.

5.3.1.1 – Terms of Office for all positions shall be for one year.

5.3.2 - The Board shall elect Officers every year at the January meeting.

5.3.2.1 - Unless there is only one nomination, and following a motion to close nominations, Board Members shall vote by paper ballot to fill each office.

5.4 – Vacancies

5.4.1 - If a vacancy appears on the Board, the Board shall announce its intent to fill that vacancy through local media and other appropriate outlets.

5.4.2 – The Board shall review applicants and appoint one by a majority vote of the Board to serve in that position until the next election.

5.5 – Duties of Officers

5.5.1 - The President shall be responsible for:

- Establishing Board Meeting agendas;
- Presiding over all Board Meetings;
- Serving as spokesperson for the Society;
- Reporting annually on the activities of the Society;
- Appointing committee chairs not otherwise provided for, with support by a vote by the Board;

- Approving payment of all general Society bills;
- Authorizing purchases with the Society's credit card;
- Executing all documents on behalf of the Board, once a vote of the Board authorizes such action;
- Ensuring proposal of an annual budget for Board approval;
- Serving as an ex officio member of all committees;
- Overseeing development and preparation or update of the Society's Strategic Plan;
- Ensuring implementation of the Board's decisions, resolutions, policies, and directives;
- Managing the Society's day-to-day operations and affairs.

5.5.2 – The Vice President shall:

- Assist the President in executing those duties as assigned by the President;
- Assume the duties of the President in the absence, incapacity, or resignation of the President.

5.5.3 - The Secretary shall:

- Take minutes at the meetings of the Society and Board of Directors;
- Turn the minutes in to the President; and
- Post them with the agenda and other enclosures on the Society's website.

5.5.3.1 A copy of the minutes, once approved by the Board, shall be stored in the Office.

5.5.4 - The Treasurer shall be responsible for:

- Safekeeping of all the Society's funds;
- Maintaining adequate financial records;
- Signing checks drawn on the Society's accounts;
- Submitting a financial report at the Board meetings;
- Chairing the Finance Committee; and

- Investing the Society's funds, as recommended by the Finance Committee and approved by the Board.

5.5.4.1 In the event of the Treasurer's absence, incapacity, or resignation, the Secretary shall have signatory authority;

5.5.4.2 Any check exceeding \$1,000 shall be signed by the Treasurer and one other Officer chosen by the Board.

5.5.4.3 – Financial records shall be stored in the Office.

5.6 Responsibilities of Directors

5.6.1 Directors are expected to:

- Serve as Society ambassadors throughout the community;
- Serve for a minimum term of three years;
- Chair or serve on at least one committee;
- Work on at least one project or activity every year; and
- Prepare for and attend all regular and special meetings.

5.6.1.1 Directors with two consecutive absences, and who have not notified the President in advance, shall risk dismissal.

5.6.2 Directors are encouraged to:

- Work at least one two-hour shift at the Society's merchandise venues (e.g., West End Fair, New Berlin Day, Christkindl, etc.) every year; and
- Provide the Nominating Committee with the names of one or two prospective candidates for the Board.

5.7 Board Meetings

5.7.1 The Society's Annual Meeting shall be held to:

- Conduct Society business;
- Report on the financial well-being of the organization; and
- Recognize volunteers and others who have contributed to fulfilling the Society's mission.

5.7.2 Five other regular Board Meetings, to be scheduled at the January Board Meeting, shall be held during the year.

5.7.3. The Modern Rules of Order shall be used as a guide in following Parliamentary Procedure.

5.7.4 Quorum

5.7.4.1 A simple majority of the Directors present at a Board Meeting shall constitute a quorum permitting the Board to conduct business.

5.7.4.2 Passage of any motion shall require a majority of those Directors present to vote in the affirmative. Exceptions are those motions designated in the By-laws as requiring a majority of the full Board, or a two-third's vote of the full Board, as referenced in the Articles of Incorporation.

5.7.4.3 A Director may participate in a Board Meeting through conference telephone or other electronic technology as long as all meeting participants can hear each other. Such form of participation shall constitute "presence" at a meeting.

5.7.4.4 Any action required or permitted to be approved at a Meeting of the Directors may be approved without a meeting if a consent or consents to the action in record form are signed, before, on or after the effective date of the action, by all of the Directors in office on the date the last consent is signed. The consent or consents must be filed with the Secretary of the Corporation. The use of the action by consent procedure shall be used only if:

- A proposal requires immediate attention, but a quorum is not present; or
- In the absence of a scheduled meeting; and
- There are no more than three agenda items to consider.

5.8 *Limitation of Director Liability*

A Director shall not be personally liable, as such, for monetary damage for any action taken unless:

5.8.1. The Director has breached or failed to perform the duties of his or her office as provided in the Nonprofit Corporation Law; and

5.8.2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Bylaw shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

5.9. Purchase of Indemnification Insurance

As an additional protection in association with the indemnification provisions of the Nonprofit Corporation Law, and as permitted under the Nonprofit Corporation Law, the Society shall purchase and maintain insurance to indemnify the Directors, Officers, and any person serving as a representative of the Society or serving at the request of the Society, against any liability asserted against such individual, in such amount as the Directors deem appropriate.

ARTICLE VI – COMMITTEES

6.1 Standing Committees

6.1.1 Archives and Collections Committee

6.1.1.1 The Archives and Collections Committee shall obtain and maintain items promoting and fulfilling the Society's educational mission.

6.1.1.2 The Committee shall:

- Report in its minutes on all activities, recommend actions within budgetary constraints, and submit itemized financial reports at Board Meetings;
- Maintain and submit to the Board an itemized list of acquisitions and deaccessioned items; and
- Monitor insurance coverage of all items in the archives and collections.

6.1.1.3 A copy of the Committee's reports shall be stored in the Office.

6.1.2 Dale-Engle-Walker (DEW) Committee

6.1.2.1 The DEW Committee shall supervise maintenance of the Dale-Engle-Walker House and Property.

6.1.2.2 The Committee shall:

- report on all activities in its minutes to the Board, and recommend actions within budgetary constraints;
- review and revise the DEW Property Manual, as needed, and
- review and revise the DEW Property Manager's job description, as needed.

6.1.2.3 Copies of the Committee's reports, the Property Manual and Property Manager's job description shall be stored in the Office.

6.1.3 Finance Committee

6.1.3.1 The Finance Committee shall oversee the Society's investments and committee budgets, and periodically submit recommendations in its minutes to the Board.

6.1.3.2 The Committee shall oversee an annual audit of the Society's accounts.

6.1.4 Fundraising Committee

6.1.4.1 The Fundraising Committee shall periodically develop and submit recommendations, within budgetary constraints, on the Society's strategic fundraising in its minutes to the Board.

6.1.5 Membership Committee

6.1.5.1 The Membership Committee shall seek to raise public awareness of Society activities and increase membership in the Society by creating promotional communications, materials and activities.

6.1.5.2 The Committee shall periodically report to the Board on its activities and recommend actions within budgetary constraints.

6.1.6 Outreach Committee

6.1.6.1 The Outreach Committee shall:

- Develop educational exhibits and conduct tours of the DEW House, as authorized by the Board;

- Plan and coordinate larger events at the DEW House, as authorized by the board;

- Plan and arrange for local history programs throughout Central Pennsylvania;

- Oversee publication of books, articles, and other materials by the Society, as authorized by the Board;

- Submit a report of its activities to the Board and recommend actions within budgetary constraints.

6.2 Ad Hoc Committees

6.2.1 Articles of Incorporation and By-Laws Review Committee

6.2.1.1 The President shall appoint a committee to review the Society's governing documents, as needed.

6.2.1.2 The Committee shall then present its proposals to the Board for consideration

6.2.2 Nominations Committee

6.2.2.1 The Nominations Committee shall review prospective candidates for the Board of Directors and submit its recommendations to the Board at the March Board Meeting. The Board shall then follow the procedures outlined in Section 5.2.1 of the Society's By-laws.

ARTICLE VII – REAL ESTATE TRANSACTIONS AND MAJOR CAPITAL CAMPAIGNS

7.1 The Board shall review any proposals for a major capital campaign or any proposals to transfer real estate (purchase, sale, or acceptance).

7.1.1 The Board shall only approve these proposals:

- After the Board notifies members of the proposal, through the newsletter, at least 30 days before the Board acts; and
- If a two-thirds majority of the entire Board approves the proposals.

ARTICLE VIII – ADOPTION, AMENDMENT, AND REPEAL OF THE BY-LAWS

8.1 – The Board shall have authority to adopt, amend and repeal the By-laws, subject to the power of the Members to change such action, and subject to Section 5504(b) of the Nonprofit Corporation Law, which expressly commits to the Members the authority to adopt, amend and repeal certain By-laws.

8.2 The Board shall solicit feedback from the Membership by:

- Providing a rationale for the changes to the By-laws through a notice in the newsletter;
- Posting the proposed changes on the agenda of the next Board Meeting;
- Including the names of the Articles of Incorporation and By-laws Review Committee members; and
- Ensuring that the proposed changes do not violate the Nonprofit Corporation Law.

8.2.1 Once a two-week deadline between notifying and receiving comments has passed, the Board shall meet to discuss and decide on changes to the By-laws. If a significant number of Members object to any changes, the Board shall study and consider those specific changes during the following year.

8.4 Approval of the proposed changes to the By-laws shall require a two-thirds vote by the Board.

- Approved unanimously and adopted by the UCHS Board of Directors on 11 December 2019