

BY-LAWS

Of

**The Boyertown Area Historical Society**

**ARTICLE I. - NAME**

The name of the Society is The Boyertown Area Historical Society, hereinafter referred to as the "Society."

No part of the net earnings of the Society shall inure to the benefit of, or be distributed to its Members, trustees, Board of Directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (C)(3) purposes. No substantial part of the activities of the Society shall be to undertake the distribution of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Society shall not engage in any other activities not permitted to be carried on

- (i) By a corporation/Society exempt from Federal income tax under Section 501 (C) (3) of the Internal Revenue Code (or corresponding Section of any future Federal Tax Code).
- (ii) By a corporation/Society, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code (or corresponding Section of any future Federal Tax Code).

**ARTICLE II – PURPOSE**

**A. Purpose of Organization**

The Society is formed pursuant to the Pennsylvania Nonprofit Association Law of 1988 as amended. The Society is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to entities organized under Section 501 (C)(3) of the Internal Revenue Code (or the corresponding Section of any future Federal Tax Code), such purposes to include the following:

1. To discover, collect and preserve materials, structures and landmarks, which may help to establish, illustrate and arouse interest in the historic records of the Boyertown area.

2. To maintain a museum and non-circulating, historical library of the Boyertown area and to preserve the history of the Boyertown area.
3. To provide an educational forum(s) to our Members as well as the public.

**B. Purposes of Bylaws.**

These bylaws serve as the governing document of the Corporation and are intended to supplement but not replace applicable federal and state laws, including the Nonprofit Corporations Statute found at 15 Pa.C.S.A. Sec. 5301 et seq., as it and any other applicable statutes may hereafter be amended.

**ARTICLE III - MISSION STATEMENT**

The mission of the Society is to collect and preserve historically significant items and information from the Boyertown area past while enabling this history to be enjoyed and studied into the Boyertown area future.

**ARTICLE IV - VISION STATEMENT**

The Boyertown Area Historical Society foresees a world where everyone appreciates the past, relates it to the present, and uses that appreciation to work together to create a better future. To this end, the Society foresees an inviting and secure facility that houses a dynamic and engaging museum coupled with a state of the art historical research library. Our attractive and alluring museum will provide the backdrop for regular educational and social opportunities for Members, students and guests thus ensuring that our past will ever remain a treasured part of the area's future.

**ARTICLE V. - BACKGROUND**

A. The first General Meeting of the Society was held on November 4, 1971. The meeting held in First Federal Savings and Loan building in Boyertown.

B. Statements of the purposes of forming a Boyertown Area Historical Society:

1. To discover, collect and preserve the culture, language, customs, materials, structures and land marks which may help establish, illustrate and arouse interest in the historical records of Boyertown and the surrounding area.

2. To maintain a museum and non-circulating historical library of the community of Boyertown and the preservation of the history of Boyertown and surrounding area.
- C. The Charter Membership closed at the General Meeting of March 6, 1972 with 134 Charter Members.
  - D. The Society was originally incorporated on the 17th day of August A.D. 1972 under the name BOYERTOWN AREA HISTORICAL SOCIETY.
  - E. September 12, 1974 the Society address was changed from its temporary address to its new (and current) address 43 S. Chestnut St., Boyertown, PA 19512.
  - F. October 23, 1974 Society qualified for a “Non-Profit Educational Exemption” certificate.

#### ARTICLE VI - **CONFLICT OF INTEREST POLICY**

A. Purpose - The purpose of the conflict of interest policy is to protect the Society’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable societies.

#### B. Definitions

1. Interested Person - Any Director, principal officer, or member of a committee with powers delegated by the Board who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
  - b. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

### C. Procedures

1. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board, considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the Board (typically the President) shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the Board shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

a. If the Board has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### D. Records of Proceedings

The minutes of the Board shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### E. Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that Member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that Member's compensation.

3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### F. Annual Statements

Each Director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### G. Periodic Reviews

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### H. Use of Outside Experts

When conducting the periodic reviews as provided for in Section VI F. above, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

## ARTICLE VII - **NONDISCRIMINATION POLICY**

- A. The Society shall not discriminate on the basis of race, color, religious creed, ancestry, union membership, age, sex, sexual orientation, national origin, or physical challenge, unless otherwise allowed by law.
- B. Compliance with the Pennsylvania Human Relations Act (43 P.S., Sections 951-963, or as amended) shall constitute compliance with this paragraph.
- C. Application - This policy shall apply to any person served, membership on the Board of Directors, and staff employment.

## ARTICLE VIII - **PLACE of BUSINESS**

The place where the Society shall regularly maintain its office and transact its business is located at 43 South Chestnut Street, Boyertown, PA 19512; or any other such place as the Board of Directors may deem appropriate from time to time. The mailing address of the Society is 43 South Chestnut Street, Boyertown, PA 19512.

## ARTICLE IX - **MEETINGS**

- A.
  - 1. Annual Meeting of the Members of the Society - The annual meeting of the Members of the Society shall be held in conjunction with the third Board of Directors meeting of the new fiscal year.
  - 2. This annual meeting shall be for the transaction of such business as may properly come before the Society so that all Members may participate. (Participation shall include attendance at the Annual Meeting, and may include participation in discussions and voting on motions which may come before the Members). A quorum for transaction of such business at the Annual Meeting shall consist of those Members of the Society in attendance. No business shall be transacted at the Annual Meeting with less than the required quorum. A majority vote of those Members present shall be required to pass any question or motion.
  - 3. The annual meeting of the Members of the Society shall be presided over by the President of the Board of Directors or in the President's absence the next Officer in line of succession. The Secretary shall record the minutes of the meeting.

4. a. A printed report of the financial status of the Society shall be presented by the Treasurer or his/her designee.

b. The Secretary shall distribute and read the minutes of the prior year's Annual Meeting minutes.

c. The President or his / her designee shall present a report of the previous year's activities.

5. A reminder Notice of the Annual meeting shall be provided by the Secretary to all Members by way of first class mail, or electronic message via Members' e-mails; as well as posting a Notice on the Society's bulletin board(s), not less than 10 nor more than 30 days prior to the Annual meeting.

B. Regular Monthly Meeting of the Board of Directors – The Board of Directors shall meet monthly, or as otherwise determined by the Board, at a time specified by the Board of Directors. The meeting shall take place at the Society office noted above unless otherwise specified.

C. Annual Meeting of the Board of Directors - The annual meeting of the Board of Directors of the Society shall be held during the regular monthly meeting of the first month of the new fiscal year. It shall be for the purpose of electing officers of the Society as hereinafter stated under the heading Board of Directors and for the transaction of such business as may properly come before the Board of Directors.

D. Special Meetings of the Board of Directors - Special meetings of the Board of Directors shall be held at the call of the President or Vice-President or majority of the Board. This special meeting of the Board of Directors can be held, provided that at least seven (7) members of the Board of Directors can attend.

E. Special Meetings of the Members of the Society - A special meeting of the Members of the Society shall be held at the call of the President or Vice- President by giving at least five (5) days' notice in an official notice. An official notice can be provided in writing by first class US mail, by email or facsimile to those being notified. A quorum for transaction of such business at any special meeting of the Members of the Society shall consist of thirty percent (30%) of the Members of the Society who are in good standing as certified by the Secretary of the Society. At any special meeting of the Members of the Society a majority vote of the Members present shall be required to pass any question or motion.

F. Executive Committee Meetings – Meetings of the Executive Committee shall be at the call of the President or Vice-President.

G. Board of Directors Election meeting – Members of the Board of Directors (as described below) are to be elected by the Members of the Society. A nomination / election meeting shall be held at least thirty-one (31) days before the beginning of the fiscal year for the purpose of electing Members to the Board of Directors each year. The Board of Directors shall set the date and place of such meeting. Notice of the meeting shall be provided in writing by first class US Mail, by email, facsimile or by personal delivery to each Member of the Society at least fourteen (14) calendar days prior to the date of the meeting. The Nominating Committee will provide to the Board of Directors the names of those being nominated to the Board of Directors. No nominations may be made from the floor at the nomination portion of the meeting. Immediately following the nomination portion of meeting, an election meeting will be convened. If there is more than one nominee for any position, balloting shall be conducted by written ballot by those present and qualified to vote. If there is no contested position(s), the President of the Board of Directors shall direct the Secretary to cast a ballot as affirmative for the nominee(s). A simple majority of those in attendance shall be sufficient for a Member to be duly elected. Newly elected Directors shall take office at the first regularly scheduled Board meeting of the new fiscal year.

H. Regular Monthly Program Meeting - The Board of Directors shall provide for Program meetings of the Society at a time specified by the Board of Directors. The Program meetings shall take place at the Society office noted above unless otherwise specified.

## ARTICLE X - BOARD OF DIRECTORS

A. The business and affairs of the Society shall be managed by a Board of Directors, herein referred to as Board. The Board shall be responsible for all major decisions involving the Society. Such decisions, which would alter the nature or fundamental policy of the Society, shall originate in the Board and receive approval of the Board by the affirmative vote of two-thirds of the members of the Board in office at the time. The question shall thereafter be presented at a meeting of the Members of the Society and receive approval by the affirmative vote of two-thirds of the Members present. *(Preceding paragraph may not be altered, amended, or repealed per original By-Laws).*

1. The Board shall consist of Thirteen (13) Members of the Society.
2. Five (5) Members of the Society are to be elected, to the Board, by the Members of the Society each year in year one and four (4) Members of the Society are to be elected, to the Board, by the Members of the Society in years two and three (2014 is a year one).

3. An elected Board member shall not be permitted to be an employee of the Society.
4. The Board shall meet as specified under the heading Meetings.
5. Seven (7) Board members present shall constitute a quorum for Board action; however, should there be an emergency meeting called by the Board, a Board member may be counted as in attendance and participate fully if the member or members is electronically connected to the activities and discussions of the meeting. The Minutes of any such meeting will clearly indicate any such circumstances.
6. The Board may remove or suspend any Board members, any employee or a Member of the Society for just cause. Just cause may include without limitation: (1) a court order declaring that a Member is of unsound mind; (2) conviction of a felony; (3) failure to accept the position of Board member by not attending at least three (3) Board meetings per year- unless excused.; or (4) failure to fulfill other requirements of the By- Laws or membership responsibility. The process removing the a Board member or Member of the Society where one of the previously mentioned just causes does not apply shall begin with the Board being presented with a signed petition by 75% of the Members of the Society with voting privileges, which shall empower the President to convene a special meeting of the Board, where at the discretion of the Board, a hearing may take place and/or a vote may be called for by the Board for removal of said individual. Ten (10) of the thirteen (13) voting Board members must vote affirmative for removal to occur.
7. Board members are considered fiduciaries of the Society and as such are expected to perform their duties in good faith as specified below, in a manner reasonably believed to be in the best interest of the Society and its Members; and with such care, reasonable inquiry, skill and diligence as a person of ordinary prudence would be expected to use under similar circumstances.
8. A Board member will not be held personally liable for monetary damages for any act or failure to act in their capacity as Board members, unless the Board member intentionally breached the duties of a Board member and the breach or failure to perform involved self-interest, willful misconduct, recklessness, or violation of any criminal statute.
9. Decisions of the Board of Directors shall be final in all matters of the Society.

10. The Board of Directors shall have the power to make, alter, amend, and repeal these By-Laws, except that the Board may in no way alter, amend or repeal the paragraph, and that paragraph only, presented above as Section A. of this Article X.

11. In any case where the Board of Directors shall deem it desirable to gain support of the Members before coming to a decision on any matter, the Board shall be permitted to present the matter at a regular meeting of the Members.

12. No Director shall serve more than two consecutive elected terms as a Director. 2014 shall be deemed to be the beginning year for counting of the two consecutive terms. (Author's Note: This means that as of January 2014 no current Director may serve more than a total of eight consecutive years from and counting 2014. All Directors as of January 1, 2014, may serve two consecutive full three year terms to which they are duly elected to beginning with 2014.)

13. Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing or electronic mail to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be. Unanimous consents shall be filed with the Secretary of the Corporation.

B. The Board at their annual meeting shall elect all the officers of the Society, viz., a president, vice-president, secretary and treasurer. They shall each hold office for one year and shall receive such compensation and give such bond for the performance of their duties as prescribed by the Board.

C. A vacancy in any office shall be filled by the Board as follows:

1. The President in conjunction with other members of the Board may appoint a Member of the Society to fill the vacancy on the Board prior to the next meeting of the Board. The President may not appoint a Member of the Society to fill a vacant officer position.

2. The appointee must be confirmed by a majority vote of the Board at the next regular meeting of the Board. If the vacancy was an officer's position, the Board must vote to appoint a member of the Board to fill the unexpired officer's position at the next regularly held Board meeting. This must occur even if the vacant Board position has yet to be filled.

3. The appointee shall serve the unexpired term of the position which they fill.

D. It shall be the duty of the Board, by and through the President, to exercise general supervision over the property of the Society and supervise the work of all employees unless otherwise delegated by the Board. They shall procure liability and other insurance as necessary to protect the Society, its personnel, and its property in all respects at all times.

E. The Board shall control the funds and investments of the Society not otherwise provided for in these By-laws.

F. The Board shall supervise and control all forms of fundraising, exhibitions and displays held by the Society.

G. The Board shall provide files and space for the keeping of all records, correspondence, communications, etc. at its primary office noted under the heading of Place of Business above, at all times.

H. Director Emeritus – A Director Emeritus may be appointed by the President of the Society if confirmed by the Board, in recognition of significant service to the Society. A Director Emeritus may have a voice at any meeting of the Board but shall not be entitled to a vote. A Director Emeritus shall hold the position for life, unless rescinded by a vote of the Board.

I. Director Duties – It shall be the duty of each Board member to:

- a. Participate as an active member on at least two committees of the Board.
- b. Participate in at least eight (8) monthly Board meetings each calendar year.
- c. Increase membership in the Society.
- d. Participate in the fund raising activities of the Society.
- e. Participate in networking events to help promote the Society.
- f. Solicit donations from others to help fund the Society.
- g. Participate in Society Activities.

- h. Publicize the activities of the Society where / when possible.
- i. Serve as a committee chairperson, if asked by the President.

## ARTICLE XI – **BOARD OF DIRECTOR OFFICERS**

A. The Board of the Society shall be a President, Vice-President, Secretary, and Treasurer. They shall be elected as stated by at least seven (7) members (A SIMPLE MAJORITY) of the Board and shall hold office for one year or until their successors have qualified.

B. The President shall preside at all meetings of the Society or of the Board. The President shall be the chief executive officer of the Society; shall, in general, perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors; and shall preside at all meetings of the Board of Directors. The President shall sign all legal papers, documents and contracts along with the Secretary who shall affix the seal of the Society. The President shall direct the reading of all communications and necessary correspondence.

C. The Vice-President or, if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

D. The Secretary shall keep correct records of all meetings. The Secretary shall transcribe all minutes of the Board within three (3) weeks after each meeting and see that each Board member receives a copy. The Secretary shall record the names of all Members of the Society. Together with the President, the Secretary shall sign all legal papers, documents and contracts and affix the seal of the Society thereto as required. For purposes of administrative efficiency, the Board may appoint a Recording Secretary, who need not be a member of the Board and shall not have a vote.

E. The Treasurer, or his/her designee, shall keep a record of all monies received and see that receipts are issued for the same as appropriate. The Treasurer, or his/her designee shall deposit all money in the name of the Society and report at each meeting of the Board, the expenses, receipts, and cash balance(s) on hand. The Treasurer, and his/her designee shall pay all bills by check or electronic means; such check or electronic payment shall be signed/authorized by any one officer who have been designated as a signing/authorizing officer by the Board. Signing/authorizing officers shall be the

President, Treasurer and Finance Committee Chairperson. The Treasurer shall prepare for each Board meeting, and such other times as may be requested by the Board, a status of funds as of the end of the prior month, as well as a list of all payments requested for payment authorization by the Board. A copy of the monthly Financial Report and bills authorized for payment shall be included as an attachment to the official Minutes of each meeting. Should there be circumstances whereby a proper payment due should not be held until monthly Board meeting approval due to an approved budget item, a cost savings or late payment penalty, the Treasurer with the President may pay such cost prior to the Board meeting, with the Treasurer to identify all such necessary prepayments at the next Board meeting. The Treasurer shall also prepare Budget versus Actual reports as may be requested from time to time and/or as part of their monthly report for the Board. The Treasurer shall also assist the Board in the development of the proposed next year's Society budget, and present such proposal to the Board no later than the November Board meeting. The Board may appoint or contract with a person or firm to assist the Treasurer and Board maintain proper accounting, fund oversight, payment disbursements, financial reports, budget preparation assistance.

F. The assistant treasurer is to be appointed by the President of the Society. The assistant treasurer will perform their duties as directed by the Treasurer and shall perform the duties of the Treasurer in the Treasurer absence or because of the Treasurer's inability to serve.

G. Upon the resignation or death of an Officer, the Board at their next meeting shall appoint a member of the Board to fill the unexpired term of said Officer.

H. Bonding and Liability

1. The Treasurer, President and Finance Committee Chairperson shall be authorized to sign checks. Only one signature shall be required for all checks. The Society shall purchase bonds to cover potential losses of funds.

2. The Society shall purchase liability insurance to protect its officers and directors.

3. All members of the Board shall be bonded.

## ARTICLE XII - MEMBERSHIP

A. Eligibility for Membership

1. Any individual who has reached the minimum age required for membership outlined below may apply for Membership in the Society regardless of sex, age, race, religion, national origin, creed, or disability.

2. Any legal entity, i.e. corporation, LLP, LLC, etc. may apply for membership in the Society in accordance with the rules outlined below.
3. The Society membership year shall commence January 1 and end December 31 of the same year. Any new Member joining after October 1 shall be considered a Member in good standing for the coming year.
4. There shall be various membership classifications:
  - a. Individual membership - Anyone 18 years of age or older may become an Individual Member. Individual Members may attend meetings and have a recognized voice to present business. Individual Members may vote on any motion which may come before the Members from time to time as provided for in these By-Laws. An Individual Member shall have one vote. All Individual Member dues are to be paid yearly.
  - b. Family membership - A family membership shall include anyone living under one roof, in the same family. Each listed name, whom is 18 years of age or older, in the family shall have a vote on any motion which may come before the Members from time to time as provided for in these By-laws. All Family Membership dues are to be paid yearly.
  - c. Individual Life membership - Anyone 18 years of age or older may become an Individual Life Member. Individual Members become an Individual Life Member by paying the then stated Individual Life Membership dues. These dues are paid only once.

Individual Life Members shall be exempt from paying annual dues and shall retain all of their rights and benefits of Individual Membership in the Society; except however, Individual Life Members may be removed by the Board as Individual Life Members if they should not continue to meet the standards of a Member as outlined within these by-laws.
  - d. Honorary memberships - Honorary memberships may be granted, for a period of one year, by the Board of Directors as an expression of appreciation to persons who have rendered a special service to the Society. Honorary Members shall be considered Individual Members and receive all of the rights and benefits of Individual Membership in the Society, with the exception that Courtesy Members may not vote.

e. Student Membership – Anyone 17 years of age or younger may become a Student Member. Student Members may attend meetings but will not have a recognized voice to present business. Student Members may not vote on any motion which may come before the Members from time to time as provided for in these By-Laws. All Student Member dues are to be paid yearly.

f. Business Membership - Membership shall be made available to businesses for an annual fee. Business Members may not vote on any motion which may come before the Members from time to time as provided for in these By-laws.

5. The Board shall establish a membership dues structure.

6. All dues for the current calendar year should be paid by March first. Failure to pay dues by March first will cancel membership. Membership will be reinstated for the current year upon payment of dues.

B. Application Process

1. Prospective Members wishing to become a Member of the Society shall submit a membership application and applicable dues to the Society.

**ARTICLE XIII – COMMITTEES**

The Board may, by resolution adopted by a majority of the Directors then in office, appoint one or more committees, consisting in each case of not less than two Directors, unless otherwise provided for by these By-Laws, and may designate one or more Directors as alternate members of such committees. Any committee so appointed shall have power to manage the business and affairs of the Society to the extent provided in the resolution by which it is established except that no such committee shall have the power or authority to fill vacancies in the Board; to adopt, amend or repeal the By-Laws; to amend or repeal any resolution of the Board; or to take action on any matter committed by resolution of the Board to another committee of the Board. Unless otherwise provided for in these By-Laws, in the absence or disqualification of any

Member of a committee, the other Member or Members who are not themselves disqualified, whether or not they constitute a quorum, may unanimously appoint another Director to act at the meeting in place of the absent or disqualified Member.

A. Standing Committees - The following committees shall be considered Standing Committees: Finance, Publicity, By-Laws, Membership, Executive, Museum / Library, Program, Nominating, Belsnickel, Haunted Boyertown and Building.

1. Members - The Chairman of each Standing Committee shall be appointed by the President not later than the first Board meeting of the new fiscal year, except where specifically designated in below. The other members of the Committees may be either appointed by the President or selected by the Chairman with the President's approval. Each committee shall consist of at least two (2) members in addition to the Chairman.

2. Members of committees shall serve for one-year terms. Each Committee member's committee membership may be renewed on an ongoing basis. Vacancies in any committee shall be filled by the Chairman and reported to the Board at its next regular meeting.

3. Minutes of the meetings of the committees shall be recorded and sent to the Board, by either electronic mail, facsimile or by first class mail.

Chairpersons of committees shall report regularly to the Board on the activities of their respective committees.

4. Duties - The specific duties of each committee shall be recommended by the President, approved by the Board, and given to each Chairman when appointed. The general duties of the Standing Committees are as follows:

a. Finance Committee – The Finance Committee is to be chaired by the Treasurer. The Finance Committee shall have three sub-committees; Grants and Fund Raising Activities and Capital / Donor Campaign. Each Subcommittee shall have its own chairman.

1. The Finance Committee which shall prepare a detailed annual budget for approval by the Board. Additionally, the Financial Committee shall review the financial position of the Society on a monthly basis. The Board should be alerted of any substantial deviation from the approved budget.

2. The Grants Subcommittee shall be charged with identifying and seeking funding sources from grant opportunities.

3. The Fund Raising Subcommittee shall be charged with identifying and managing fund raising opportunities beyond the Belsnickel and Haunted Boyertown. This may include partnering with other community Societies / businesses.

4. The Capital / Donor Campaign Subcommittee shall be charged with identifying and soliciting substantial community wide donations to assist with Capital infrastructure funding as well as general donor contributions.

b. By-Laws Committee – The By-Laws Committee shall consist of those members outline below under the heading Amendments to the By-Laws (below). This committee shall make a continuing study of the need for revision of the Articles of Incorporation and By-Laws, and, on its own initiative or upon a majority vote at any meeting of the Members, prepare amendments in proper form for consideration by the Board (By-Laws) or the Members (Articles of Incorporation).

c. Museum / Library Committee - The Museum / Library Committee is to be chaired by a Board member. The Museum / Library Committee shall make all the arrangements to develop and maintain programs to keep the Members well advised and educated as well as keeping the general public informed of the accomplishments of the Society.

d. Membership Committee - The Membership Committee is to be chaired by a Member appointed by the President. The Membership Committee shall endeavor to increase membership in the Society. The Chairman shall publish the names of the Applicants for the information of the Board. This committee shall develop forms for improved membership development.

e. Nominating Committee – The Nomination Committee shall be comprised of a minimum of five (5) Board members of the Society. The President shall appoint the chairman.

f. Program Committee - The Program Committee is to be chaired by a Member appointed by the President. As directed by the Board this committee shall contact prospective speakers for Regular Monthly Member Meetings; take the responsibility for contacting the speaker prior to the meeting; introducing the speaker to the group; and writing a

note on behalf of the Society thanking the speaker for presenting the program. The committee shall have alternative programs, to be presented by an available Society Member, should a speaker renege. The committee shall provide basic hospitality service following the meeting.

g. Executive Committee - The Executive Committee shall consist of the President, Vice-president, Secretary and Treasurer of the Society. The Executive Committee shall act upon issues at the discretion of the President. The Executive Committee shall be responsible for the setting of salaries. The Executive Committee may take action in the place of the full Board of Directors in an emergency situation. All actions of the Executive Committee shall be ratified by the Board at the next regularly held Board meeting.

h. Building Committee - The Building Committee shall be chaired by a Member appointed by the President. The Building Committee shall be responsible to the Board for overseeing the physical conditions of the Society's facilities and related properties. The Chairman will report to the Board at Board meetings on the status of such facilities, maintenance and related activities; and shall prepare an estimate of funds needed for the upkeep and care of such facilities for the coming year for presentation to the Board at its October meeting, for use by the Board in preparing its proposed budget for the next fiscal year.

i. Publicity Committee – The Publicity Committee may be chaired by a Board member. The Publicity Committee shall initiate, coordinate and actively promote all Society activities which are designed to promulgate to Members and the general public, the image of the Society, its benefits to the community, its facilities and its activities. Means of accomplishing this should include, but not be limited to, news releases, website, social media, USPS mailings, email mailings, posters, speaker's bureau, community bulletins / calendars / schedules, power point presentation(s), parades and public meetings and event newsletter(s).

j. Belsnickel Committee - The Belsnickel Committee shall be chaired by a Board member. The chairman shall be appointed by the President or Treasurer with board approval and will be under the jurisdiction of the Treasurer. This committee shall conduct an annual Belsnickel juried craft show as a fund raising activity. The Committee chairman shall appoint one or more assistant chairman. The committee will liaise with the Publicity Committee about any publicity for their events.

k. Haunted Boyertown Committee - The Haunted Boyertown

Committee may be chaired by a Board member. The chairman shall be appointed by the President or Treasurer with board approval and will be under the jurisdiction of the Treasurer. This committee shall have jurisdiction over and conduct all fund raising activities relating to ghosts, paranormal phenomenon, supernatural, etc. plus the Rhoads Opera House Fire and the magnetic iron ore mines around Boyertown. Typical activities might include, but not be limited to, Haunted Walks around Boyertown, Paranormal Investigations, book sales, guest lecturers, ghost train rides. They shall get board approval before conducting any activities which might in any way conflict with those of the Belsnickel Committee. The committee will liaise with the Fund Raising Committee to be sure Haunted Boyertown activities do not conflict with activities proposed and to cooperate on joint advertising and promotional activities. The committee will liaise with the Publicity Committee about any publicity for their events. The committee will liaise with the Display/Museum Committee to develop a symbiotic relationship and coordinate activities and museum displays so that the two committees can support each other's activities.

5. Duties of Chairmen - It is the duty of each Committee Chairman to keep the President advised on his/her Committees' activities. Every Committee Chairperson shall submit a report of the Committee's activities for every meeting of the Board and the Society's Annual Meeting.

B. Special Committees - The President shall retain the right to create/disband a committee to serve a specific purpose as needed from time to time.

C. Acting as Agent - No relationship shall exist between the Society and membership on a Society Committee that would vest any such committee, staff member or individual Member, with the authority to act as an agent or give the appearance of acting on behalf of the Society in any matter unless such Committee or individual has been given written grant of expressed authority from the Board.

#### **ARTICLE XIV – ANNUAL BUDGET**

A. The Board with the assistance of the Treasurer shall prepare and present its proposed budget for the next fiscal year for the Society at its November meeting; with adoption by the Board to be at the December meeting; unless the December meeting is recessed to a January meeting for amendments, prior to adoption.

B. The Secretary shall post Notice of the availability of the proposed budget one week prior to the Board's December meeting at the Society and further shall

notify all Members of the availability to review the proposed budget. An official notice can be provided in writing by first class US mail, by email or facsimile to those being notified. Any Member shall have the right to review and/or obtain a copy of the proposed budget.

C. Each annual budget will establish a threshold amount for the Board to use at its discretion to cover unexpected capital expenditures that may arise during the fiscal year. If at any time the Board desires to move forward with a capital expenditure that exceeds the established threshold, even if planned and budgeted for in the budget, the Board shall notify all Members, of the availability to review the revised budget. Any Member shall have the right to review and/or obtain a copy of the revised budget.

#### **ARTICLE XV – ANNUAL FINANCIAL REVIEW**

The Board shall have prepared an annual Year-end Financial Statement of the Society finances to be submitted to the Board not later than the Board's regular September meeting, which shall be verified or modified as necessary by those performing the annual audit or financial review. The Year-end Financial Review shall at a minimum include an annual summary budget versus actual of expenditures compared to revenues and the change in status of the Society accounts from January 1 through December 31, of the year. The details of the audit will be adopted by a resolution of the Board. The fiscal yearend Financial Review shall be made available for public inspection in accordance with federal and state regulations.

#### **ARTICLE XVI – INDEMNIFICATION**

The Society shall indemnify any Director or officer of the Society or any of its subsidiaries who was or is an "authorized representative of the Society (which shall mean, for the purpose of the Article, a Director or officer of the Society or such a Member duly authorized to represent the enterprise) and who was or is a "party" (which shall include for the purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Society, its shareholders or otherwise) by reason of the fact that such person was or is an authorized representative of the Society to the fullest extent permitted by law, including without limitation indemnification against all expenses, liability and loss (which shall include for purposes of this Article attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred by such person in connection with such proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Society shall nonetheless indemnify such person to the maximum

extent for the remaining portion of the liabilities.

A. **Advancement of Expenses.** The Society shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 1 in advance of the final disposition of such proceeding upon receipt of an agreement by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Society as authorized in this Article. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

B. **Security for Indemnification Obligations.** To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Society may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Society, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

C. **Reliance upon Provisions.** Each person who shall act as an authorized representative of the Society shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

D. **Amendment or Repeal.** All rights of indemnification under this Article shall be deemed a contract between the Society and the person entitled to indemnification under this Article pursuant to which the Society and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but not expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

E. **Scope of Article.** The indemnification, as authorized by this Article, shall not be deemed exclusive of any other right to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an officer or Director in respect of proceedings pertaining to actions or failures to act occurring prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

## **ARTICLE XVII - LEAVE OF ABSENCE OF BOARD MEMBER**

A. Definition - A leave of absence shall be defined as a period of time in which a Member, for business, personal or medical reasons, is not able to fulfill their obligation as a member of the Board.

B. Requests - All requests for leave of absence must be submitted in writing or email to the Secretary. A leave of absence may be granted by the President to Board member in good standing for a period up to six (6) months. The effective date of the leave shall be set by the President.

C. Extensions - Extensions of a leave of absence may be granted if requested of the President within 20 days of the expiration of the original request. The President will set the start and end date of the leave as appropriate. If after twelve (12) months of leave there is still a need, the Board may proceed with removal of the Board member.

D. Military Leave- Military leave is automatic grounds for granting a leave of absence and shall be extended as long as necessary.

#### **ARTICLE XVIII – RESTITUTION**

Every Member, member of Board and / or employee of the Society shall be responsible to maintain any property assigned to him/her. The property shall be returned in satisfactory condition allowing for normal wear and tear. If the condition is not satisfactory, the Member shall be held responsible for expenses necessary to restore or replace said equipment.

#### **ARTICLE XIX - RULES AND REGULATIONS**

Roberts Rules of Order shall be the authority for interpreting the By-Laws and for conducting the meetings of the Society where clear definition is not already provided.

#### **ARTICLE XX - AMENDMENTS TO THE BY-LAWS**

A. The By-Law Committee shall consist of the President, Vice-President, and three Board members.

B. Any addition, deletion, alteration or amendment to these By-Laws must be recommended by this committee.

C. All recommended By-Laws modifications must be presented to the Board for final approval. A two-third vote of the members of the Board is required for amendment / repeal of these By-Laws.

D. The Board may in no way alter, amend or repeal the name of the Society in Article I.

E. All By-Law amendment dates and a brief description of the same must be

itemized at the end of the By-Laws.

#### ARTICLE XXI - **GENERAL PROVISIONS**

- A. A corporate logo has been approved and shall be utilized, whenever possible, on any correspondence from the Society.
- B. The fiscal year of the Society shall begin on January 1 and end December 31 of the same year.

#### ARTICLE XXII - **DISSOLUTION**

The Society is organized exclusively for charitable purposes as such defined by Section 501(C) (3) of the Internal Revenue Code of 1986 as amended. In the event the Society is dissolved, the assets remaining after all financial liabilities have been satisfied shall be disposed of as follows:

- A. As directed by a legal and competent court action.
- B. In the event dissolution takes place without court action, assets shall be disposed of as follows:
  - 1. Items bequeathed or donated shall be disposed of as specified by the donor, if said specifications can be reasonably complied with. Lacking any specific disposition instructions, donated or bequeathed items shall be disposed of in the same manner as other Society assets.
  - 2. Tangible items of historical significance shall be donated and transferred to other historical societies, museums, governmental bodies, or other non-profit activities serving the public good. In the event transfer or donation is not practical, items shall be sold and proceeds added to total cash available for disposition.
  - 3. Real estate, office equipment, supplies and all other items having no historical significance shall be either sold or donated to other historical societies, museums, governmental bodies, recognized charities or other non-profit activities serving the public good.
  - 4. Over and above all of the foregoing in the event of termination or dissolution of the Boyertown Area Historical Society, all assets will be turned over to a Society that serves similar purposes to that of the Society, or a Society that is charitable as defined by Section 501 (C) (3) of the Internal Revenue Code of 1986, as amended.
- C. The determination of the recipient(s) will rest with the Board.
- D. None of the remaining assets will be freely distributed to the Members or Officers of the Society.

## ARTICLE XXIII - TRANSACTION OF BUSINESS

A. The Society shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

B. Whenever the lawful activities of the Society involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Society, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Society.

C. All checks or demands for money and notes of the Society shall be signed by such officer or officers as the Board of Directors may from time to time designate.

D. All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

E. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for general purposes or for any special purpose of the Society.

F. The Board of Directors by majority vote may require the payment of annual dues by Members, if any, and any Member not remitting such dues within ninety (90) days after the date of assessment as set by the Board shall no longer be a Member in good standing and shall not be entitled to vote or exercise any other powers or privileges of being a Member until all such dues have been paid in full.

## ARTICLE XXIV - BOOKS AND RECORDS

Notwithstanding any other provision of these Bylaws:

A. The Society shall keep an original and a duplicate of the proceedings of the Members and the Board of Director, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Society, and an original and a duplicate membership registry giving the names of the Members, if any, and other details of the membership of each. The Society shall also keep appropriate, complete and accurate books and records of account. The records provided for herein shall be kept at the registered office of the Society or at such other location as may be required.

B. Member Access. If there should be any Members entitled thereto, every Member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent and attorney, during the usual hours for business, for any proper purpose, proceedings of the Members and the Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath be accompanied by a power of attorney or other such writing which authorizes the attorney or other agent to so act on behalf of the Member. The demand under oath shall be directed to the Society at its registered office.

**ARTICLE XXV - WAIVER OF NOTICE**

Any notice required to be given under these By-Laws may be effectively waived by the person entitled to such notice by written waiver signed before or after the meeting to which such notice relates or by attendance at such meeting otherwise than for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

I HEREBY CERTIFY that the foregoing Bylaws of the Boyertown Area Historical Society were adopted by Resolution of the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, 2015.

WITNESS the hand and the seal of the Society.

DATED:

(SEAL)

\_\_\_\_\_  
Secretary

Various revisions to Article XIII – Committees. Approved at January 12, 2015 Board of Directors meeting

Updated with changes approved at November 4, 2013 Special Meeting and November 11, 2013 Board Meeting

Adopted Copy - January 12, 2015