

# Bylaws of Wallenpaupack Historical Society

Adopted – January 21 1998; Amended - February 20 2002, January 18 2006, March 12 2009, April 9 2009, November 12 2009, February 15 2012, July 17 2014, June 15 2020.

## **Article I – Corporate Name**

1. The name of the corporation shall be Wallenpaupack Historical Society, hereinafter referred to as the "Society."

## **Article II – Purpose**

1. The Society shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which non-profit corporations may be incorporated under the Act of November 15, 1972, PL 1063, as amended, under the provisions of which the Society is incorporated. The Society shall undertake such acts, as it deems necessary to:

- a. Collect, catalog, restore, preserve and display artifacts and documents relating to the history of the Lake Wallenpaupack area,
- b. Designate areas of specific historic significance,
- c. Promote general public interest in the history of the area by making artifacts and documents available for research, and publishing material as appropriate, and
- d. Cooperate with other historical societies where there is mutual benefit.

## **Article III – Offices**

1. The principal office of the Society shall be located in Palmyra Township, Pike County, Pennsylvania.

## **Article IV –**

## **Seals**

1. The corporate seal shall have inscribed thereon the words “Wallenpaupack Historical Society,” the numerals “1997” and the words “Corporate Seal, Pennsylvania.”

## **Article V – Members**

1. Membership is open to anyone.
2. (deleted)
3. Membership dues are due and payable at the beginning of the fiscal year.
4. Township Supervisors are ex officio members.
5. Other persons, who have served the Society in some substantial fashion, may be granted Honorary Membership by vote of the membership, and shall not be subject to dues.
6. All members shall be entitled to the following benefits:
  - a. Access to the collections of the Society without charge,
  - b. Newsletters and other notices distributed by mail,
  - c. Membership discounts for activities sponsored by the Society.
7. Membership for any individual may not be denied or revoked, unless: sufficient grounds are presented at an open meeting; the individual is allowed to rebut; and two-thirds of the entire membership votes to deny or revoke the membership.

## **Article VI – Directors**

1. The business and affairs of this Society shall be managed by its Board of Directors. The number of directors shall not exceed fifteen. Directors shall be at least 21 years of age and fluent in the English language. Directors shall hold their office for the period of two years, and shall have the authority to carry out such duties as are provided by these Bylaws. There shall be no limit to the number of terms a director can serve.

2. In addition to the powers and authorities expressly conferred in the Board of Directors by these Bylaws, the Board of Directors shall have the maximum power and authority now or hereafter provided or permitted under the laws of the Commonwealth of Pennsylvania to Directors of Pennsylvania non-profit corporations acting as a Board.

3. The Annual Meeting of the Board of Directors shall be held during April, at a place designated by the Board of Directors.

4. Regular meetings shall be held at least three times per year at such times and places as designated by the Board of Directors.

5. Special meetings of the Board of Directors may be called by the President at such times and places, as the President shall deem necessary.

6. The President shall provide written or personal notice of every meeting of the Board of Directors to each Director at least five days prior to the meeting.

7. A quorum for transacting the business of the board shall be six Directors. The acts of a majority of Directors present and eligible to vote at a Board meeting shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if the consent or consents in writing setting forth the action so taken shall be signed by at least a majority of all Directors in office, and shall be filed with the Secretary of the Society.

8. One member of the board shall be appointed by the Palmyra (Pike) Township Supervisors. The township Historian shall be another member of the Board. The remaining members of the Board shall be nominated from the Resident Members and elected by the Resident Members.

9. The Board of Directors shall establish dues.

## **Article**

### **VII-Officers**

1. There shall be four officers, President , Vice-President , Secretary and Treasurer. The Secretary and Treasurer may be the same person. They shall hold their office for the period of two years, and shall have the authority to carry out such duties as are provided by these Bylaws. There shall be no limit to the number of terms an officer can serve.

2. (deleted)

3. The President shall:

- a. Be the chief executive officer of the Society,
- b. Preside at all meetings (unless the Vice-President is designated),
- c. Have general and active management of the affairs of the Society,
- d. See that all resolutions passed by the Board of Directors or membership are executed fully and correctly,
- e. Coordinate the agenda for each meeting,
- f. Propose a budget for the upcoming fiscal year for member approval,
- g. Prepare and update the long-range plan for member approval,
- h. Execute all documents requiring a seal, under the seal of the Society, and
- i. Be an ex officio member of all standing and other committees.

4. The Vice-President shall:

- a. Act for the President , when so designated, or if the President is incapacitated or absent, and
- b. Perform such other duties as may be assigned by the Board of Directors or the membership, or is customary for a Vice-President .

5. The Secretary shall:

- a. Attend all meetings of the Board of Directors and the Society and act as clerk for those meetings, including publishing the meeting agenda,
- b. Record all votes,
- c. Record and present the minutes of all meetings,

- d. Maintain and certify the original or a copy of the Bylaws, including all amendments thereto to date, at the Society offices,
  - e. Maintain an original or copy of the Board register, giving their names and addresses, at the Society offices,
  - f. Carry out or supervise the administrative functions of the Society, and
  - g. Keep the corporate seal, and when directed by the President , affix the seal to any instrument which requires it.
6. The Treasurer shall:
- a. Keep full and accurate accounts of receipts and expenditures in books belonging to the Society, at the Society offices,
  - b. Keep the moneys of the Society in a separate account to the credit of the Society,
  - c. Present all bills to be paid at each regularly scheduled board meeting, and pay those authorized by the board,
  - d. From time to time, propose to the board which bills should be paid automatically, and based on that list as approved by the board, pay those bills as they are received or arrange for automatic debit of the accounts to cover those bills,
  - e. Present a full and accurate accounting of all moneys of the Society when requested,
  - f. At each meeting, present the previous account (s), balance (s), receipts, expenditures and the present account (s) balance (s), and
  - g. Provide the appropriate documentation to contributors, as required by the IRS or other authority.

## **Article VIII – Society Meetings**

1. The Annual Meeting for yearly budget approval and election of officers shall be held in November, at a time and place to be announced at least four weeks in advance to the

membership. In the case of inclement weather, the Annual Meeting must be rescheduled. The Annual Meeting approves the budget for the calendar year beginning in January, and elects officers bi-yearly for a two-year term beginning in January.

2. Regular meetings shall be held at least three times per year at a place and time designated by the Board of Directors. Society members must be given notice of each regular meeting at least four weeks prior to the meeting. Regular meetings (other than the Annual Meeting) may be canceled in the case of inclement weather. The President (or Vice-President ) shall preside over each meeting, and shall observe the following guidelines:

- a. Execute the published agenda before opening the meeting to additional discussion,
- b. Except where otherwise required, arrive at decisions by consensus, or failing consensus, by a majority vote of those members present, and
- c. Cause the annual reports to be delivered at the first meeting of the fiscal year.

3. Robert's Rules of Order shall be the guide for all meetings. The President shall be the Parliamentarian, and shall be the final arbiter on any questions of procedure.

#### **Article IX – Standing Committees**

1. There shall be three standing committees: a Facilities Committee, a Collections Committee, and the Historic Preservation Easement Committee. These standing committees shall be made up of at least three members who shall be nominated by the Board. The chairmen of the committees shall also be chosen by the Board.

2. The Facilities Committee shall be responsible for all matters relating to any facilities, including cemeteries, which may be owned or operated by the Society. This includes the acquisition, maintenance, improvement and disposition of structures, facilities and equipment for use by the Society. Artifacts and documents under the purview of the Collections Committee are not included in the Facilities Committee responsibility.

3. The Collections Committee shall be responsible for all matters relating to the artifacts and documents, which may be owned by the Society. This includes collecting, cataloging, restoring, preserving and displaying artifacts and documents relating to the

history of the townships. The chairman of the Collections Committee shall be known as the Archivist.

4. The Historic Preservation Easement Committee shall be responsible for all aspects of monitoring and enforcing historic preservation easements held by the Society. The Committee shall report annually on the inspection of all easements, and any enforcement actions taken, or recommended.

5. All powers derive from the Board of Directors, and the Board may adjust, from time to time, the latitude of action permitted to the various committees.

#### **Article X – Other Committees**

1. Other committees may be formed as the need for them is identified. All members are eligible for service on other committees. The members and the chairmen of other committees will be appointed by the President of the Society, with the consensus of all members attending the meeting at which the committee is formed.

2. The purpose, composition, terms of service, limits of authority and other specific tasking for each committee formed shall be recorded in the minutes of the meeting in which the committee is formed.

3. Other committee chairmen should be available at regular meetings to report the progress of their committees.

4. All powers derive from the Board of Directors, and the Board may adjust, from time to time, the latitude of action permitted to the various committees.

#### **Article XI – Vacancies**

1. If a directorship, officer, committee chairman or committee membership shall become vacant for any reason before the expiration of the normal term of service, the vacancy shall be filled by the same manner prescribed for the original appointment or election.

2. Vacancies thus filled will be for the remainder of the normal term.

## **Article XII – Books and Records**

1. The Society shall keep the following records at the registered office in Pennsylvania:

- a. The original or a copy of the Bylaws, including all amendments thereto to date, certified by the Secretary of the Society,
- b. An original or copy of the Board register, giving their names and addresses,
- c. Books or records of accounts.

## **Article XIII – Fiscal Year and Annual Report**

1. The fiscal year of the Society shall commence on 01 January and end on the following 31 December .

2. At the first meeting after the end of each fiscal year:

- a. The Treasurer shall report the status of accounts, the receipts and disbursements for the previous year,
- b. The Chairmen of the standing and other committees shall report the status of projects undertaken by their respective committees during the previous year, and submit requests for budgets for the upcoming year, and
- c. The President will present the budget for the upcoming year and an updated long-range plan for approval by the membership.

## **Article XIV – Amendments**

1. The Board of Directors may alter, amend, suspend or repeal these Bylaws at any regular or special meeting called for that purpose, except as restricted by the Pennsylvania Non-Profit Corporation Law of 1972, as amended.

2. At a regular meeting prior to the meeting at which changes to these Bylaws shall be considered, the Secretary shall:



- a. Read the text of the proposed change, and
  - b. Announce the date, time and place of the meeting.
3. No changes to the Bylaws may be considered unless they are specifically listed in the agenda for the meeting.

#### **Article XV – Limited Liability of Officers, Directors and Trustees**

1. No Director shall be personally liable for any action or omission related to his or her responsibilities as Director, unless the Director has breached or failed to perform the duties of his or her office as described in 15 Pa. C.S. 5713, and said breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, that nothing in this bylaw shall be construed to impose a greater standard of liability on said director than is set forth in Pennsylvania Act 1986-57 (42 Pa. C.S. 8332.2).

2. The Society may, by resolution adopted by a majority of a quorum of disinterested Directors then in office, or, if such a quorum is not obtainable, by written opinion of independent legal counsel, indemnify any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding (including actions by or in right of the corporation to procure a judgment in its favor), whether civil, criminal or investigative, by reason of the fact that he or she is or was a representative of the Society, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred, unless such person's actions or omissions in connection with the matter giving rise to the claim for indemnification have been determined by a court to have constituted willful misconduct or recklessness. The Society may also advance payments for such expenses to such persons prior to final disposition of such action, suite or proceeding upon receipt of an undertaking by or on behalf of such person to repay said amounts if such person shall ultimately be determined not to be entitled to indemnification. The Society shall make such an indemnification, if such persons have been successful on the merits or otherwise in defense of said action, suite or proceeding. The Society may maintain a reserve, or may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Section 5841 of the Pennsylvania Non-Profit Corporation Law of 1988.

#### **Article XVI – Dissolution**

1. The Society may be dissolved upon the vote of the majority of members , at a meeting called to decide only the issue of dissolution. Prior to placing the issue of dissolution to a vote, the President shall present a plan for the distribution of the Society's assets to the Lacawac Sanctuary and/or the Wayne County Historical Society, based on the origin and significance of such assets as may be appropriate. An affirmative vote to dissolve the Corporation shall be an implicit approval of the plan for distribution of the assets.

2. If the named distributees are not then in existence or are no longer qualified distributees, or are unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code, or a corresponding section of any future federal tax code, or to the Federal government or to a state or local government for a public purpose.

#### **Article XVII – Elections**

1. Directors and officers shall be elected by the members present at the annual meeting in November of even years.

2. The board of directors shall prepare a slate of officer and director candidates for presentation to the membership at the October meeting. After reading the slate to the membership, the President shall open the floor to additional nominations. After all nominations are complete, the Secretary shall create a ballot for the annual membership meeting in November.

3. At end of the annual membership meeting, the President shall appoint a committee of three members (not on the ballot) to distribute, collect and tabulate the ballots. When the committee finishes the tabulation, they shall announce the results.

4. If there is only one nominee for each office, the President may call for a motion to approve the slate of nominees by acclamation.

5. Officers and directors shall act for a two-year term beginning the January 1 after their election, and ending the December 31 of the second year after their election.

#### **Article XVIII Director Emeritus**

1. The board may propose to the membership for election to the position of Director Emeritus, board members, either former or serving, who are no longer willing or able to

serve because of circumstances beyond their control, and who have contributed significant service to the board and to the Society.

2. Directors Emeriti shall serve at their discretion.

3. Directors Emeritii shall be entitled to attend any and all Society functions (including board meetings, without vote) at their discretion, without charge, so long as they maintain their membership in the Society.

4. The board may (and should) request the advice and counsel of any Director Emeritus on matters within his or her experience or expertise.

Attested:

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10 August 2020

Kristen Brown, President