

Bylaws of

The East Berlin Historical Preservation Society

ARTICLE I NAME AND LOCATION

Section 1. The name of this corporation shall be “The East Berlin Historical Preservation Society”.

Section 2. The principal place for activities of The Society will be Red Men’s Hall in East Berlin, Adams County, Pennsylvania.

ARTICLE II PURPOSES

Section 1. As an historical preservation society our purpose is preservation, restoration, conservation and education as it pertains to East Berlin and outlying areas.

Section 2.

A. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt corporations under sect 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Executive Board, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as pertaining to historic preservation, the corporation 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 provisions of these articles the corporation shall not carry on any other activities not permitted to be carried on **(a)** by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Law); or, **(b)** by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (Or the corresponding provision of any future United States Internal Revenue Law). **(c)** Upon dissolution of the corporation, the EXECUTIVE BOARD shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III MEMBERS

Section 1. The members of the Society shall be those persons who have paid the annual membership dues for the current year, *have received a gift membership for the current year, or are life members.*

Section 2. The members shall have the ultimate authority, power and responsibility for the Society, including the power to dissolve the same.

Section 3. Classes of membership shall be as determined by the *Executive Board.*

ARTICLE IV The Executive Board shall consist of 7 directors and 4 officers who shall be responsible for the management of the property, funds and affairs of the Society.

Section 1. Any Director or Officer who has financial or any other interest in a matter presented to the Executive Board must reveal that interest and recuse him/herself from the vote.

Section 2. Directors

A. The Board of Directors shall consist of 7 members.

B. The members shall elect the directors from their number at the November General meeting. The Directors will take office January 1.

C. Directors shall serve a term of (2) years and shall be eligible for re-election. A member of the Board may only serve two (2) consecutive terms. If a director shall fail to attend three (3) successive regular meetings of the Board of Directors, unless detained by illness or other necessary absence, the remaining members of the Board may declare their office as director vacant.

D. Directors may serve until their successors are elected. Vacancies on the Board of Directors caused by death, resignation, or otherwise, may be filled by the President with the consent of the Board of Directors for the unexpired terms of such vacancies.

E. Personal Liability of Executive Board (Elimination of Liability) To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Trustees, no Trustee of the corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a trustee.

Section 3. Officers

A. The Officers shall consist of a President, Vice-president, Secretary and a Treasurer. All officers except the President, who may vote to break a tie, are voting members of the Executive Board.

B. The Officers shall be elected annually by the members at the November general meeting of the Society and take office January 1. The officers shall be members of the Society.

C. Officers shall serve until their term is completed or their resignation is accepted. Vacancies in any office caused by death, resignation, failure to attend three consecutive meetings unless due to illness or necessary absence, shall be filled by appointment by the President with the consent of the Board of Directors to serve the unexpired terms of such vacancies.

D. All of the officers shall exercise the powers and perform the duties customarily pertaining to their respective offices.

E. Officers' Duties

1. The PRESIDENT shall:

a. Preside at all meetings of the Members and the *Executive Board.*

- b. Prepare an agenda for all Executive Board and special meetings.
 - c. Vote only to break a tie.
- 2. The **VICE-PRESIDENT** shall:
 - a. Preside at all meetings where the President is not present and when business pertaining to the President and his administration is before the Society.
 - b. Be present at all board meetings.
 - c. Do all in his/her power to assist the President and make his/her administration easier.
- 3. The **TREASURER** shall:
 - a. Keep a record of all financial transactions and pay all invoices authorized by the Society.
 - b. File for compliance with tax laws.
 - c. Serve on the Finance Committee and other committees pertaining to the financial health of the Society.
- 4. The **SECRETARY** shall:
 - a. Keep minutes of all meetings, file hard copies in the archives, and provide to all Executive Board members.
 - b. Be present at all board meetings.
 - c. Send thank you's and necessary paperwork for donations.
 - d. File hard copies of all correspondence.
- 5. **Officers** shall perform additional duties as may become necessary from time to time.

ARTICLE V COMMITTEES

Section 1. COMMITTEE GUIDELINES

- A. MEETINGS** – Meetings of committees shall be held at the call of the respective chairpersons.
- B. NOTICE** – Reasonable oral or written notice of committee meetings shall be given to each member thereof.
- C. QUORUM** – A majority of the members of a committee present shall constitute a quorum.
- D. MINUTES** – Minutes are to be recorded at all committee meetings and hard copies filed at Red Men's Hall.

Section 2. All committees shall be responsible to the President and the Executive Board. Any committee may be formed at any time as deemed necessary and approved by the Executive Board. Said committees shall comply with the guidelines contained herein.

Section 3. The President shall, with the advice and consent of the Executive Board,

- A.** Annually appoint a **Nominating Committee**
- B.** Be an ex-officio member of all committees, except the Nominating Committee.
- C.** Appoint additional committees as may become necessary from time to time

Section 4. The **Nominating committee** shall consist of three (3) members of the Society.

- A.** It shall present its nominations to the Executive Board at the October board meeting.
- B.** It shall present its nominations for the directors and officers to the Society members at the time of the November General meeting. Additional nominations from the floor may be placed on the ballot at this time.

Section 5. The **Finance Committee** shall consist of the Treasurer and no fewer than two other members of the Society. The Finance Committee shall annually prepare the budget of the Society including such revisions and adjustments thereof as may be necessary.

ARTICLE VI MEETINGS, NOTICES, QUORUMS

Section 1. GENERAL MEMBERSHIP MEETINGS

A. GENERAL MEETINGS - Meetings of the members of the Society shall be held bi-monthly (every two months) at a date, time and place as set by the board and shall be open to the public.

B. SPECIAL MEETINGS of the General Membership- Special meetings of the members may be called by the President at any time and place; or shall be called upon the written petition of no less than (25) members.

C. NOTICE – All members shall be given written notice of all **special** meetings by mail, email, text, or phone.

D. QUORUM- Thirteen (13) members shall constitute a quorum.

Section 2. EXECUTIVE BOARD (Directors and Officers)

A. REGULAR MEETINGS- Meetings of the *Executive Board* shall be the 3rd Wednesday monthly and open to the membership.

B. SPECIAL MEETINGS- Special meetings of the *Executive Board* may be called by the President at any time and place, or shall be called upon the written request of three (3) *Executive Board* members.

C. QUORUM – A majority of the *Executive Board* members present shall constitute a quorum.

D. Any member wishing to speak at a regular or special meeting must ask the President to be added to the agenda to speak on the topic declared at the time of the request. Request must be made prior to the meeting date.

E. An Executive Board meeting can be called into an **EXECUTIVE SESSION** by the President. An Executive Session is to be restricted to the Executive Board only. All discussions conducted in an Executive Session shall be confidential.

ARTICLE VII FISCAL YEAR

The fiscal year of the Society shall extend from January 1 to December 31.

ARTICLE VIII AMENDMENT

Section 1. Any changes to these by-laws must first be approved by affirmative vote of a majority of the *members of the Executive Board* present at a monthly meeting of the Board. (Refer to Art. IV, Sec. 3A, voting)

Section 2. Upon approval by the *Executive Board*, changes in the proposed revisions or additions to the By-laws shall be sent in writing to all Society members at least 10 days prior to a regular general meeting of the membership at which meeting a vote shall be taken.

ARTICLE IX PARLIAMENTARY AUTHORITY

The current edition of **Robert's Rules of Order – Newly Revised** shall guide the Society in all matters of procedure not otherwise covered by these By-laws.

Adopted: September 8, 1975

Revised: April 19, 1978

Revised: September 19, 1979

Amended: July 15, 1981

Revised: July 15, 1992

Revised: November 20, 2019