

BY-LAWS 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 historic 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 organization that qualify as exempt organizations under section 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, trustees, officers or other private persons, except that the corporation shall be authorized and 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 and 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 code of 1954 (or corresponding provision of any future United States 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 Board of Trustees 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, education, religious, or scientific 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 Board of Trustees 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.

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

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

ARTICLE IV DIRECTORS

Section 1. The Board of Directors shall consist of seven (7) persons who shall be responsible for the management of the property, funds and affairs of the Society.

Section 2. The members shall elect the directors from among their number at the November bimonthly meeting. The directors will take office January 1 .

Section 3. Directors shall serve a term of two (2) years, three (3) shall be elected on an odd year and four (4) on an even year; and shall be eligible for re—election. A member of the Board may serve only two (2) consecutive terms . If a director shall fail to attend three successive regular meetings of the Board of Directors, unless detained by sickness or prevented by necessary absence, the remaining members of the Board may declare his office as director vacant .

Section 4. Directors shall serve until their successors are elected and qualified. Vacancies on the Board of Directors caused by death, resignation or otherwise, may be filled by appointment by the President with the consent of the Board of Directors for the unexpired terms of such vacancies .

ARTICLE V OFFICERS

Section 1. The officers shall consist of a president, vice—president, secretary, and a treasurer.

Section 2. The officers shall be elected annually by the members at the November bimonthly meeting of the Society, and take office January 1. The officers shall be members of the Society.

Section 3. Officers shall serve until their successors are elected and qualified. Vacancies in any office caused by death, resignation, or otherwise shall be filled by appointment by the President with the consent of the Board of Directors to serve the unexpired terms of such vacancies.

Section 4. All of the officers shall exercise the powers and perform the duties customarily pertaining to their respective office.

Section 5. The President shall:

- (a) Preside at all meetings of the members and of the Board of Directors; and
- (b) Appoint all committees and/or committee chairmen as provided in Article VI, Section I hereof.

Section 6. 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 committee meetings and Board Meetings.
- (c) Do all in his power to help the President and make his administration easier.

Section 7 The Treasurer shall:

- (a) Keep a record of all financial transactions and pay all bills (invoices) authorized by the Society.

Section 8. The Secretary shall:

- (a) keep a record of all transaction at the meetings.
- (b) issue the call to all regular and special meetings at the request of the president.
- (c) Attend to all correspondence.
- (d) Keep a correct list of the names and addresses of all Society Officers and Members.

ARTICLE VI COMMITTEES

Section 1. The President shall, with the advice and consent of the Board of Directors, annually appoint a nominating committee and the chairman of such other standing and special committees as may be desirable or necessary to accomplish the purposes of the Society.

Section 2, The Nominating committee shall consist of three members of the Society. It shall present its nominations for the directors and officers to the Society members at the time of the November bimonthly meeting. Additional nominations from the floor may be placed on the ballot at this time.

Section 3. The President shall be ex—officio member of all committees, except the Nominating Committee.

Section 4. All committees shall be responsible to the President and the Board of Directors.

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 VII MEETINGS, NOTICES, QUORUMS

Section 1. MEMBERS

- (a) BIMONTHLY MEETINGS — Bimonthly meetings of the members of the Society shall be held at a date, time and place as set by the board.
- (b) SPECIAL MEETINGS — 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 fifty (50) members.
- (c) NOTICE — All members shall be given written notice of all regular and special meetings.

(d) QUORUM — Twelve (12) members present shall constitute a quorum.

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Section 2. BOARD OF DIRECTORS AND OFFICERS

- (a) REGULAR MEETINGS — Regular meetings of the Board of Directors and Officers shall be held bimonthly, between membership meetings .
- (b) SPECIAL MEETINGS — Special meetings of the Board of Directors and Officers may be called by the President at any time and any place, or shall be called upon the written request of three directors.
- (c) NOTICE — The Board of Directors and Officers shall be notified five (5) days prior to regular meetings.
- (d) QUORUM — A majority of the Board Of Directors and Officers in office shall constitute a quorum (6) .

Section 3. STANDING COMMITTEES

- (a) MEETINGS — Meetings of committee shall be held at the call of the respective chairman .
- (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 the committee shall constitute a quorum.

ARTICLE VIII FISCAL YEAR

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

ARTICLE IX AMENDMENT

Section 1. Any changes in these By-Laws must first: be approved by the affirmative vote of a majority of the directors and officers present at a bimonthly meeting of the members of the Board .

Section 2. Upon approval by the Board of Directors and Officers, the changes of the proposed revisions or additions to the By-Laws shall be sent in writing to all Society members at least ten (10) days prior to a regular meeting of the members at which meeting a vote shall be taken .

ARTICLE X Parliamentary Authority

The current edition of Robert 's Rules of Order Newly Revised shall govern the Society in all matters of procedure not otherwise covered by these -Bylaws .

Adopted: September 8, 1975
Revised: April 19, 1978
Revised September 19, 1979
Amended : July 15, 1981
Revised: July 15, 1992