

Lower Macungie Township Historical Society

BY-LAWS

Approved by the Board of Directors February 2019

ARTICLE I

Name of the Corporation

The name of the Pennsylvania Nonprofit Corporation shall be the Lower Macungie Township Historical Society, hereinafter referred to as the LMTHS.

The primary offices of the Corporation are located in the Bartholomew Center for the Preservation of Lower Macungie Township History, 3120 South Cedar Crest Boulevard, Emmaus PA 18049.

ARTICLE II

Mission

The mission of the LMTHS is to bring together those people interested in preserving historic information, artifacts, and structures of particular importance to the history of Lower Macungie Township, Pennsylvania.

ARTICLE III

Purposes

The purposes of the LMTHS are to:

- Restore and preserve the Wescosville Log House and maintain the Bartholomew Center for the Preservation of Lower Macungie Township History;
- Shelter and preserve selected landmarks, information and memorabilia of Lower Macungie Township;
- Encourage the preservation of items and structures of historical interest in Lower Macungie Township;
- Make its facilities, records and historical artifacts available for research and educational purposes.

ARTICLE IV

Board of Directors

Role and Number

- The Members of the Board of Directors of the Corporation shall constitute the members of the Corporation.
- The Board Directors, composed of no more than fifteen (15) persons and no fewer than five (5) persons, shall govern the business and affairs of the Corporation.
- Board Members are required to attend a minimum of four (4) meetings during any calendar year.
- Board members are volunteers serving without remuneration, but may be reimbursed from the LMTHS for incidental out-of-pocket expenses that have been approved by the Board of Directors.
- Board Members may not personally engage in or benefit from any financial transactions of the Lower Macungie Township Historical Society.
- Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Election/Vacancies

- Directors to serve for the ensuing year are elected at the Annual Meeting of the Board of Directors.
- Vacancies occurring between Annual Meetings may be filled for the balance of the term by election by the remaining Directors.

Terms of Directors

- Each Director shall hold office for a term of three (3) years. No person shall serve more than two (2) consecutive full terms on the Board of Directors.
- Persons serving an initial term of less than three years may serve for two (2) additional terms.
- Directors may waive the term limits for any Director if 66% of the Directors currently serving vote for such waiver.

Removal of Board Members

- Any Director may be removed from office, with or without cause, by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these bylaws.
- A written notice of the intention to consider removal of such Director shall be included in the notice of the Board meeting.
- No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Resignation of Board Members

- A Director may resign by submitting a written resignation to the President of the Board or to the other Directors if the resigning Director is the President.

Indemnification, Exoneration and Insurance

- The LMTHS shall indemnify its Directors and Officers to the fullest extent permitted by Pennsylvania and Federal law including the payment of related legal expenses.
- To the fullest extent possible permitted by Pennsylvania or Federal law, no Director or Officer of the LMTHS shall be personally liable to the Corporation or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct.
- The Board shall evaluate the organization's need for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and Directors' and Officers' liability insurance.

ARTICLE V

Officers of the Board of Directors

The officers of the Board of Directors shall be President, Vice-President, Secretary, and Treasurer.

The officers shall be elected by the Board of Directors at the Annual Meeting and will serve a one-year term or until their successors are elected. Officers may serve no more than three consecutive years in the same office.

Directors may waive the term limits for any Officer if 66% of the Directors currently serving vote for such waiver.

An officer may be removed from office, with or without cause, as determined by a majority vote of the Board present at any meeting at which there is a quorum.

President

- The President shall chair all meetings of the Board.
- The President may sign all contracts and agreements in the name of the Corporation after the Board has approved them, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.
- The President may sign checks for the LMTHS in addition to the Treasurer.

Vice-President

- The Vice-President shall perform the duties of the President if the President is unable to do so or is absent, and/or perform any other tasks as may be assigned by the President or by the Board.

Secretary

- The Secretary shall keep accurate records and minutes of all meetings of the Corporation and distribute minutes of the previous meeting in advance of any subsequent meeting.
- The Secretary shall maintain the minutes of all meetings of the Corporation and a current listing, with contact information, of the Directors of the Corporation.
- The Secretary shall conduct general correspondence for the LMTHS, issue notices of all meetings, read and maintain all letters and mail all materials and notices.

Treasurer

- The Treasurer shall be responsible managing the finances of the LMTHS, including receiving income to the Society, disbursing funds as approved by the Board of Directors, and paying any applicable taxes or fees.
- The Treasurer shall supply written financial reports to the Directors at each monthly meeting that details both income and expenses for the preceding month and for the current fiscal year. The Treasurer shall also supply a written yearly financial summary at the Annual Meeting.
- The fiscal year of the Lower Macungie Township Historical Association is January 31 to December 31.
- An audit of the Lower Macungie Township Historical Society finances will be conducted annually at the direction of the Board of Directors.

Other Officers

Other officers, such as Corresponding Secretary or Membership Secretary, may be appointed as needed by a majority vote of the Board of Directors.

ARTICLE VI

Board Meetings

Regular Board Meetings

- Regular meetings of the Board of Directors are held on the fourth Wednesday of each month at the Bartholomew Center for the Preservation of Lower Macungie Township History, 3120 South Cedar Crest Boulevard, Emmaus PA 18049.

Annual Meeting

- The Annual Meeting of the Corporation shall be held at a date and time determined by the Board of Directors.

Quorum

- A quorum for any meeting of the Corporation shall consist of a simple majority (51%) of Board members.
- Board Members may electronically participate in any meeting as long as all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute in-person presence of the Director at the meeting.

Voting

- Decisions of the Board shall be by vote of a majority of those present assuming a quorum. Each Director shall have one vote, and may only vote in person. There shall be no proxy voting.
- Decisions of the Board may also be taken without a meeting if unanimous consent in writing setting forth the action taken is signed by a majority (51%) of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

ARTICLE VII

Dissolution

The LMTHS may be dissolved by a two-thirds (2/3) vote of the Directors then serving.

Notice of the proposed dissolution shall be submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date.

In the event of dissolution, the Board shall dispose of all net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code.

ARTICLE VIII

Amendments

These bylaws may be amended by a simple majority vote of the Directors present and entitled to vote at a meeting at which a quorum is present.

Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.