Lower Macungie Township Historical Society

AMENDED AND RESTATED BY-LAWS

Adopted by the Board of Directors May 26, 2026

ARTICLE I

Name of the Corporation

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

The registered office of the Corporation is 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. Persons who support LMTHS by dues and who, by reason of dues-paying, are sometimes referred to as "members", do not have the rights of legal members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended or any successor legislation.
- The Board Directors shall govern the business and affairs of the Corporation.
- The Board of Directors shall consist of at least five (5) Directors, or such greater number as shall from time to time be fixed by resolution of the Board of Directors.
- 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.
- Whenever a Director or Officer, or a member of the Director's or Officer's family, 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) physically and verbally withdraw from the meeting and the 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, withdrawal, abstention and rationale for approval. A member of the Director's or Officer's family means (i) any individual residing in the Director's or Officer's household, and (ii) the Director's or Officer's parent, spouse or child, whether or not residing in the same household as the Director or Officer.

Election/Vacancies

- Directors shall be elected at the Annual Meeting of the Board of Directors.
- Vacancies occurring between Annual Meetings may be filled by the Board of Directors, to serve for the balance of the predecessor's term.

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 at least two thirds (2/3) 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, Limitation of Liability, and Insurance

- The Society shall, to the fullest extent permitted by Pennsylvania and Federal law, indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative, by reason of the fact that he/she is or was a Director, Officer, or employee of the Society, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Society. This Section shall not be exclusive of any other right which the Society may have to indemnify any person as a matter of law. The indemnification provided pursuant to this Section shall continue as to any person who has ceased to be an Officer or Director of the Society and shall inure to the benefit of the heirs, executors and administrators of such person.
- To the fullest extent possible permitted by Pennsylvania and Federal law, each Director or Officer of the LMTHS shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, as an Officer or Director, unless the Officer or Director has breached or failed to perform the duties of his office under Pennsylvania law and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. This limitation of liability shall not apply to or the responsibility or liability of an Officer or Director pursuant to any criminal statute, or the liability of an Officer or Director for the payment of taxes pursuant to Federal, State or local law.
- If Pennsylvania law is hereafter amended to more favorably eliminate or limit the liability of officers and directors, or to more favorably provide for the indemnification of officers and directors, then these Bylaws shall be deemed to be automatically amended to provide for indemnification and limited liability to the fullest extent permitted by the amended Pennsylvania law.
- 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 Board of Directors shall elect from among its members a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may elect from among the dues-paying members of the Society one or more Assistant Treasurers, who are not required to be members of the Board of Directors to be eligible for election as an Assistant Treasurer.

The officers shall be elected by the Board of Directors at the Annual Meeting and will serve a two-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 at least two-thirds (2/3) 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.

Any vacancy in any Office may be filled by the Board of Directors, to serve for the balance of the predecessor's term.

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 disburse funds on behalf of the Society, in addition to the Treasurer and, to the extent authorized by the Board of Directors, the Assistant 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 Society is January 1 to December 31.

Assistant Treasurer

- A. Duties. The Assistant Treasurer shall assist the Treasurer in the financial administration of the Society and shall be assist in maintaining accurate and timely bookkeeping records. Duties include recording all financial transactions; processing payments, receipts, and reimbursements; reconciling bank statements; and organizing all financial documentation in accordance with established accounting procedures.
- B. Authority. The Assistant Treasurer shall have such authority to disburse funds and to incur obligations on behalf of the Society as the Board of Directors designates from time to time by standing resolutions.
- C. Reporting. The Assistant Treasurer shall support the Treasurer in preparing financial reports for the Board and membership, including periodic summaries of income, expenses, and account balances. If circumstances arise that make necessary or appropriate the outside compilation, review or audit of financial statements for the Society, the Assistant Treasurer shall provide necessary records and information.
- D. Budget and Compliance. The Assistant Treasurer shall assist in monitoring expenditures against the approved annual budget and shall help ensure that all bookkeeping practices adhere to applicable nonprofit accounting standards and the Society's internal financial controls.
- E. Acting in the Absence of the Treasurer. In the absence, incapacity, or unavailability of the Treasurer, the Assistant Treasurer may carry out routine financial duties as authorized by the Board, excluding any functions restricted solely to the Treasurer by law or by these bylaws.
- F. Qualifications. The Assistant Treasurer shall possess the skills necessary to fulfill the bookkeeping responsibilities of the office, maintain confidentiality, and demonstrate reliability and integrity in the handling of financial information.

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

- The President or the Secretary shall give the Board Members at least five (5) days' notice of regular Board meetings. Notice of the next meeting may be given by announcement at the immediately preceding meeting, or by mail, or by email or SMS text, in such case to the email address or phone number given by the Board Member for the purpose of notice. Notice shall specify the date, time, and place of the meeting and whether the meeting will occur in-person, or by advanced communications technology, or by attendance by either method. "Advanced communications technology" means any technology, such as conference telephone or virtual meeting platforms like, but not limited to, Zoom, GoTo Meeting, Microsoft Teams, Google Meet, or other similar methods that can be used to link persons in physically separate locations, and which enable all persons participating in the meeting to speak to and hear each other.

Annual Meeting

- The Annual Meeting of the Corporation shall be held at a date and time and place determined by the Board of Directors. The President or the Secretary shall give the members of the Board Members at least five (5) days' notice of the date, time and place of the meeting, by the methods, and with the content, specified above.

Quorum

- A quorum for any meeting of the Corporation shall consist of a simple majority (51%) of Board members.
- Board Members may participate in any meeting of the Board of Directors or any committee of the Board of Directors by advanced communications technology or by conference telephone or a similar method by which 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 or by advanced communications technology if participating in the meeting by that method. There shall be no proxy voting.
- If a special matter arises between regular meetings of the Board of Directors and the matter requires action before the next regular meeting, the President shall give five (5) days' notice specifying the date, time and place of a special meeting and whether the meeting will occur in-person, or by advanced communication technology, or by attendance by either method. The agenda of the special meeting shall be limited to consideration of the special matter. If the special matter is so urgent that it requires action sooner than action by a special meeting, the

President may, by email or other advanced communication technology, submit the urgent matter to the Board of Directors for immediate consideration without a meeting, and may receive a return vote by facsimile transmission, email or any other advanced communication technology displaying the identification of the sender. The entire Board of Directors must be contacted in one or more of the manners set forth above. For any matter to be approved in the manner set forth above, a majority of the members of the Board of Directors must cast and return favorable votes.

- 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 at a meeting and shall be filed with the minutes.

ARTICLE VII

Committees

- The Board may create such committees as may be deemed necessary or desirable, and the President, with the approval of the Board, may appoint committee members. Any committee may create such sub-committees as may be deemed necessary or desirable. Any committee may include individuals who are not Board members. Committee members who are not Board members are entitled to vote on matters coming before the Committee.

- A vacancy in any committee, however arising, may be filled by the President A vacancy in any sub-committee may be filled by the committee which created the sub-committee.
- Each committee and sub-committee shall meet whenever the chairman of each committee or subcommittee shall direct or at such other regular times as it shall choose

ARTICLE VIII

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.