



BY-LAWS

THE BY-LAWS OF THE HUNTINGDON COUNTY HISTORICAL SOCIETY

A 501(c)3 Corporation

The mission of the Huntingdon County Historical Society is to collect, preserve, and interpret records, documents, and objects pertaining to the County's history and to encourage knowledge of that history through a research library open to the public, the presentation of programs and exhibits, and the publication, both in print and electronically, of material that promotes greater understanding of Huntingdon County history.

ARTICLE I – MEMBERSHIP

SECTION 1: YEARLY MEMBERSHIP

- A. Any person interested in the purposes of the Huntingdon County Historical Society who has paid the currently established dues shall be entitled to a yearly membership.
- B. The yearly membership shall begin on the first day of July and will continue through June 30. Midterm memberships will be prorated on a quarterly basis for new members.

SECTION 2: LIFE MEMBERSHIP

A Life Member shall be one who has paid into the Treasury a sum of money fixed by the Board of Trustees.

SECTION 3: BOARD OF TRUSTEE MEMBERSHIP

All members of the Board of Trustees must be current annual or life members of the Huntingdon County Historical Society when elected and must remain paid members during their terms of service.

ARTICLE II – MEMBERSHIP DUES AND FEES

SECTION 1:

- A. Membership dues and fees shall be determined from time to time at the discretion of the Board of Trustees.
- B. The membership year shall be as described in Article I, Section 1.B
- C. All dues and fees shall be used for general Society purposes.

ARTICLE III – FISCAL YEAR

SECTION 1:

The fiscal year of the Society shall be the calendar year.

ARTICLE IV – OFFICERS AND TRUSTEES

SECTION 1: TERMS OF OFFICE

- A. The officers of the Society shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the members of the Board of Trustees from among their members at the first meeting of the Board of Trustees following the annual meeting to serve a term of three years or until their successors are named.
- B. The Society shall have not fewer than ten nor more than fifteen Trustees, for terms of three years from the date of their election at an annual meeting or until their successors are named.
- C. Absence from three regularly scheduled meetings per year of the Board of Trustees, without direct authorization or excuse from a member of the Executive Committee, shall constitute vacating of an elected position on the Board.
- D. The Board of Trustees may, for any proper cause, declare vacant the office of any trustee by the affirmative vote of two thirds of the entire Board.

SECTION 2: Trustee Emeritus

- A. A person who has served the Society as a Trustee for a period of twelve years shall be eligible (but not required) for election (upon nomination by the Nominating Committee) as a Trustee Emeritus.
- B. Persons elected to this position may attend meetings of the Board of Trustees at their convenience and pleasure and may speak on matters which come before the Board.
- C. Emeritus Trustees do not have a vote.
- D. Individuals recognized as Honorary Trustees for Life will be considered Trustee Emeritus.

ARTICLE V – AUTHORITY AND DUTIES OF THE OFFICERS AND TRUSTEES

SECTION 1: COMPOSITION OF BOARD

The affairs of the Society shall be managed by a Board of Trustees composed of at least four officers and six trustees, as described in Article IV, Sections 1A and 1 B.

SECTION 2: EXECUTIVE COMMITTEE

- A. Composed of the elected Officers of the Society and one other Trustee invited by the president as needed.
- B. Shall be empowered by the full Board of Trustees to meet monthly and to act for them in reviewing the routine business of the Society, and other such business matters as may require immediate attention.
- C. Minutes of Executive Committee meetings will be maintained and available upon request.

SECTION 3: PRESIDENT RESPONSIBILITIES

- A. Shall have general supervision of the Society, under the direction of the Board of Trustees.
- B. Shall preside at the Annual Meeting of the Society and at all meetings of the Board of Trustees and the Executive Committee.
- C. AUDITOR
 - 1. President shall appoint an auditor at the first meeting following the end of each fiscal year.
 - 2. Auditor shall examine the financial records of the Society to determine that they present a fair and accurate account of its financial affairs.
- D. NOMINATING COMMITTEE
 - 1. President shall appoint no later than February of each year
 - 2. Shall assemble a slate of trustees for election at the Annual Meeting.
 - 3. Shall report back to the Board at the March meeting to allow time to circulate names of those nominated among the membership prior to the Annual Meeting.
 - 4. Shall name at least one person for each elective office to be voted upon at the first meeting following the annual meeting by the Board of Trustees.
 - 5. Nothing in these by-laws shall prevent the nomination of candidates from the floor at the time of the annual election, provided that persons so nominated have been consulted in advance concerning their willingness to serve if elected.
- E. OTHER COMMITTEES
 - 1. The President, with the advice and consent of the Board, may form committees and appoint Board Members and non-Board members to serve on Committees as needed
- F. May, with the advice and consent of the Board, appoint persons to complete the unexpired terms of officers or trustees who resign or otherwise vacate their elected positions before the expiration of their term of office.

SECTION 4: VICE PRESIDENT RESPONSIBILITIES

Shall perform the duties of the President in his or her absence.

SECTION 5: SECRETARY RESPONSIBILITIES

The elected Secretary of the Society shall keep true and accurate minutes of Annual Meetings of the Society, of all regular meetings of the Board of Trustees and all Executive Committee meetings.

SECTION 6: TREASURER RESPONSIBILITIES

- A. Shall have charge of the funds of the Society, together with all records pertaining to the office, and shall keep an exact account of all moneys received.
- B. As a part of the annual audit, the Treasurer and the Auditor shall review the contents of the safe deposit box(es) and include in the audit an inventory of the safe deposit box.

- C. The Board of Trustees shall by resolution designate those who may sign checks and make other withdrawals and have access to the safe deposit box. Two persons shall be required to have access to the safe deposit box.

SECTION 7: PROPERTY AND ASSETS

- A. Legal title to all property, real and personal, shall be vested in the corporation.
- B. Decisions affecting the purchase or sale of property, real estate, or securities in the name of the Society shall be made by the Board of Trustees. The Executive Committee shall be authorized to reinvest in similar instruments moneys which have reached maturity.
- C. Any transfer or loan of HCHS collection, items or property to any individual or location shall be authorized by the Board of Trustees.

SECTION 8: STAFF EMPLOYMENT

- A. The Board of Trustees shall have the authority to employ such staff as they deem necessary to carry out the programs of the Society and to set the conditions of their employment.
- B. The Board of Trustees shall provide and maintain a job description for employed staff to follow.
- C. The Executive Committee shall perform an annual performance review of any employee.

SECTION 9: SOCIAL MEDIA

- A. Definition: any electronic or printed material which utilizes or references the Huntingdon County Historical Society including but not limited to Facebook, Twitter, You Tube, Instagram, Pintrest, Web Page, etc.
- B. All posts must be approved by the Executive Director, Board of Directors or Executive Committee and be directly related to the function and Mission of the Huntingdon County Historical Society.
- C. Posting must be free of political or religious bias as required by 501©3 of the Internal Revenue Code.

ARTICLE VI – MEETINGS

SECTION 1:

- A. The Annual Meeting for the election of trustees shall be held during the second quarter with the election of officers to be held at the first meeting of the Board of Trustees following the Annual Meeting.
- B. Notice of the Annual Meeting of the Society shall be by announcement in the Society's newsletter and/or other appropriate media.
- C. Fifteen members shall constitute a quorum of the Society for purposes of electing trustees and amending the By-Laws of the Society

SECTION 2: REGULAR MEETINGS

- A. Meetings of the Executive Committee shall be held at a regular time convenient to members of the Committee.
- B. Meetings of the Board of Trustees shall be held every month or as needed.
- C. Special meetings may be held by call of the President with reasonable notice. In urgent circumstances, meeting of the Board or of the Executive Committee may be held by a combination of e-mail, telephone or other appropriate media.
- D. A simple majority of the Board of Trustees shall constitute a quorum for the purposes of conducting the business of the Society.
- E. Visitors shall be invited by the Board of Trustees to address a specific topic. The topic shall be placed early in the agenda before the regular agenda. Regular business of the Society shall continue after the visitor presents.

ARTICLE VII – AMENDMENTS TO THE BY-LAWS

SECTION 1:

- A. The By-Laws shall be reviewed by committee on a yearly basis prior to the annual meeting to propose any necessary changes.
- B. Proposals to amend the By-Laws shall require two successive readings by regular meetings of the Board of Trustees. Such changes will be announced in the Society's newsletter and at the next Annual Meeting of the Society's members, where they will be voted upon.
- C. History of Revisions and Amendments
 - a. Adopted at the annual meeting of the Society on April 24, 1990
 - b. Revised and Amended on March 25, 2003
 - c. Revised and Amended on August 13, 2013
 - d. Revised and Amended on April 25, 2019, signed June 3, 2019
 - e. Revision October 7, 2019, presented to the Board of Trustees November 2019
 - f. Revision November 19, 2020, presented to the Board of Trustees January 2021

ARTICLE VIII – DISTRIBUTION OF EARNINGS

SECTION 1:

- A. Statement of Investment Policy shall be reviewed periodically and adapted to reflect changing financial circumstances.
- 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 Article 2 hereof. 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 nor

intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). [Adopted April 30, 1974]

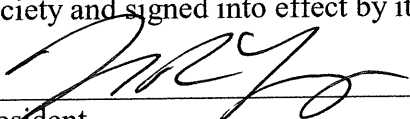
ARTICLE IX – DISSOLUTION OF THE CORPORATION

SECTION 1:

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose 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, educational, 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 1986 (or corresponding provision 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 Huntingdon County where the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. [Adopted May 23, 2007]

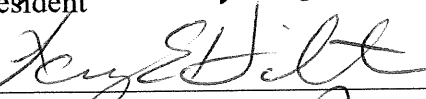
APPROVAL OF BY-LAWS

These By-Laws are hereby approved by the Board of Trustees of the Huntingdon County Historical Society and signed into effect by its Officers.



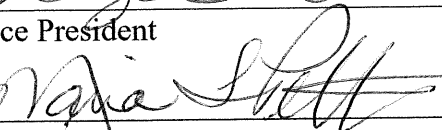
President

8/17/2021
Date



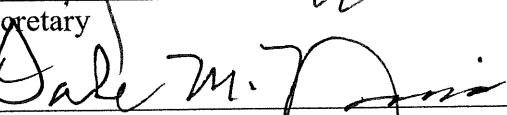
Vice President

8/26/2021
Date



Secretary

8/16/2021
Date



Treasurer

8/17/2021
Date