

DRAFT

BYLAWS OF THE JUNIATA COUNTY HISTORICAL SOCIETY

ARTICLE 1 MEMBERS AND MEMBERSHIP

Membership in the Society shall consist of:

SECTION 1. ACTIVE MEMBERSHIP. Anyone in sympathy with the work and aims of the Society shall be eligible for active membership. The annual fees shall be determined each year by the Board of Directors. Dues are payable yearly. Each organizational or individual member in good standing shall be entitled to one vote at the Annual Meeting, and members may attend and participate in Board of Directors meetings, subject only to the rules of order for such meetings. An organizational member shall designate in writing the representative who shall vote on its behalf at the Annual Meeting. Only Board Members may vote on Society business at Board of Directors meetings. Members in good standing shall have free use of the Archives Room, receive the Society newsletters, and be eligible to vote.

SECTION 2. LIFE AND SPOUSAL LIFE MEMBERSHIP. A Life Membership may be established by a one-time payment as established by the Board of Directors. If a spouse also desires a Life Membership, the second membership is at one-half the Life Membership rate.

SECTION 3. HONORARY/COURTESY MEMBERSHIP. Any person distinguished by historical investigation or who has conferred benefit on the Society shall be eligible for Honorary/Courtesy Membership. For these members no dues are required and they receive the same benefits as other Society members. This may be an individual, or an ex officio membership.

SECTION 4. UNPAID MEMBERSHIP. Members whose dues remain unpaid for ninety (90) days or more will be placed on "inactive status". Inactive status members shall not receive the newsletter, shall not have free usage of the Archives Room, and shall not be eligible to vote on corporate matters at any meeting.

SECTION 5. CIVIC AND SMALL BUSINESS MEMBERSHIP. Civic organizations and small businesses may obtain a Society membership for a fee as established by the Board of Directors and they shall have the same benefits as active memberships.

SECTION 6. CORPORATE MEMBERSHIP. Corporate Membership in the Society is available for a fee as established by the Board of Directors and they shall have the same benefits as active memberships.

ARTICLE II OFFICERS AND BOARD OF DIRECTORS

SECTION 1. OFFICERS AND BOARD OF DIRECTORS. The officers of the Society shall be a President, Vice-President, Treasurer, Secretary, and an Archives Director, whether a volunteer or paid position. These, along with other Society members as board members, shall compose the Board of Directors. The officers and Board shall consist of no fewer than 9 and no more than 13 members. Board members shall be elected by a majority (50 % + 1) of those general members voting at the Annual Meeting, and shall serve for two years. Election cycles are divided so that that not all Board positions change in the same year. Those board members, will then elect the President, Vice-President, Treasurer, Secretary, and Archives Director, for two-year terms.

President, and Secretary are appointed on one cycle, and Vice-President, Treasurer and Archives Director on the next cycle.

**SECTION 2. PRESIDENT AND VICE-PRESIDENT.** The President and Vice-President shall perform duties usual to such an office, and as set forth in the job description, and will serve as spokespersons for the Juniata County Historical Society goals and mission. They will act as Archives Director if this office is vacant. They shall establish policies and procedures for the conduct of business and operations for the Society, and will give periodic review to assure these policies are current. The President will preside at all regular, special and Board of Director meetings, and shall be an ex-officio member of all committees, whether Standing or Special, and shall have the same rights as any other committee member. If the President is absent, another Society officer may assume the duties of President.

**SECTION 3. SECRETARY.** The Secretary shall perform duties usual to such an office, and as set forth in the job description.

**SECTION 4. TREASURER.** The Treasurer shall process all dues and dispense money of the accounts of the Juniata County Historical Society, and perform duties usual to such an office, and as set forth in the job description. The Treasurer reports to the Board of Directors. The fiscal year of the organization will begin January 1 and end of December 31 of the same year. No part of the funds from the Society shall benefit any individual, except to pay reasonable compensation for service rendered to the Society.

**SECTION 5. ARCHIVES DIRECTOR.** The Archives Director shall have charge of the Tuscarora Academy Museum collection, the Archives Room library and collections, any other acquisitions, and arrange for the preservation of same in good condition. The Director shall recommend to the Board of Directors, the policies for the accession, de-accession, and disposition of any donations to the Society. Materials may be added by gift, bequest or purchase or any other transaction by which the title passes to the Society. Materials may be de-accessioned due to irrelevance, lack of space, duplication or irreparable condition. This may be done at the discretion of the Board of Directors or Archives Director. The Archives Director shall recommend to the Board of Directors, policies for the operation of the Archives Room and shall perform duties usual to such an office, and as set forth in the job description.

**SECTION 6. BOARD OF DIRECTORS:** The Board of Directors shall be vested with the fiduciary and management responsibility of the business of the Society, and perform duties usual to such an office, and as set forth in the job description. The Board of Directors shall be responsible for: setting goals and objectives for the Society; the care and maintenance of Society properties; advancing the public's knowledge of county history; publicizing resources available to members; and sound financial management of Society resources. The Board of Directors will assure liability protection so that no member of the Board nor general member, shall be held personally liable financially in connection with any of its undertakings. The organization's liabilities shall be limited to its common funds and assets. Neither the Board of Directors nor Officers may incur indebtedness without approval by two thirds, of the current appointed Board of Directors members. Board members may vote by distance technology if unable to be physically present for the vote. From time to time the Board may vote to elect a Board Member Emeritus. Such individual would be someone who has served on the Board of Directors and made additional significant contributions for the betterment of the Society. Such members will receive the same information as other Board members, and be able to attend meetings. They are not held to any attendance requirements, are not counted for a quorum, and are not eligible to hold an office or to vote at the Board of Director meetings.

## ARTICLE III MEETINGS

SECTION 1. ANNUAL MEETING. The Annual Meeting of the Society shall be held at such times and places as determined by the Board of Directors.

SECTION 2. SPECIAL MEETINGS. Special meetings may be held at such times and places as designated by the President.

SECTION 3. REGULAR BOARD OF DIRECTORS MEETINGS. Regular Board of Directors meetings are held the third Thursday of the month unless changed by prior notification.

SECTION 4. NOTICE OF MEETINGS. In accord with the provisions of 15 Pa. C. S. A. §§5703 and 5704, notice of meetings shall be made in the following manner:

- a. The schedule of regular Board of Directors meetings shall be established annually and either given to Board members at the meeting during which it is established, or mailed to any Board member not in attendance at such meeting.
- b. Notice of any special meeting of the Board of Directors shall be in writing, given by regular or electronic mail to the confirmed mail addresses for the members of the Board of Directors, at least five (5) business days prior to the date of the special meeting.
- c. Notice of the Annual Meeting of the Corporation shall be given in the newsletter of the Society that is disseminated to the membership at least one (1) month prior to the date of the Annual Meeting.
- d. Notice of any meeting of the members of the Corporation at which any fundamental change (as that term is used in the Pennsylvania Nonprofit Corporation Law) is proposed, including any amendment to the Articles of Incorporation or the By-laws of the Corporation, shall include a summary of the proposed fundamental change in the notice.

## ARTICLE IV VACANCIES.

Any vacancies occurring in Officers or the Board of Directors during the year, shall be filled for the unexpired portion of the term by appointment made by the remaining Board members, until the next Annual Meeting.

## ARTICLE V QUORUM

A quorum for a regular Board of Directors meeting shall consist of 50 % of appointed board members and must include one officer. Board members may participate via distance technology if unable to physically be present for the meeting. For the Annual Meeting, at least one officer, and twenty general members, shall constitute a quorum to transact business at the Annual Meeting.

## ARTICLE VI ORDER OF BUSINESS

The order of business at the regular Board of Directors meeting and the Annual Meeting, shall be established by the Board, and may be revised from time to time. As of the date of these bylaws, the order of business for the regular Board of Directors meeting is:

Approval of the minutes  
Approval of the treasurer reports  
Reports of any Officer or committee chairs  
New Business  
Old Business  
Adjournment

## ARTICLE VII PARLIAMENTARY AUTHORITY

Meetings shall be conducted in accordance with Roberts Rules of Order.

## ARTICLE VIII AMENDING BYLAWS

Amending bylaws requires that general membership has advance notice of the proposed changes, and that these changes are approved by a majority (50% +1) vote of those entitled to vote and casting a vote, at the regularly called Annual Meeting.

These revised Bylaws of the Juniata County Historical Society are adopted effective \_\_\_\_\_ 2016, upon affirmative vote of the members of the Corporation at a duly-noticed meeting held April \_\_\_\_\_, 2016.

So certified by the Secretary,

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