

DRAFT

BYLAWS OF THE JUNIATA COUNTY HISTORICAL SOCIETY

ARTICLE 1 MISSION & VISION

SECTION 1: MISSION

The Mission of the Juniata County Historical Society shall be “Preserving, Protecting, and Interpreting Juniata County’s History”

SECTION 2: VISION

The Vision of the Juniata County Historical Society shall be to:

- Inspire curiosity for Juniata’s history
- Create interest and support for Juniata’s history
- Preserve the past to inspire Juniata’s future

ARTICLE 2 MEMBERS AND MEMBERSHIP

SECTION 3: MEMBERSHIP CATEGORIES, BENEFITS, AND CONDITIONS

1. Active Membership: Open to all individuals interested in supporting the mission and activities of the Juniata County Historical Society. Active members are entitled to vote at the Annual Meeting, receive the Society’s newsletters, and free use of the archives research library.
2. Life & Spousal Life Membership: This one-time payment membership is available for individuals who wish to make a lasting commitment to the Society. Life members enjoy all benefits of Active Membership for their lifetime.
3. Student/Youth Membership: Available at a reduced rate for students and young individuals under the age of 25. This membership aims to engage the younger generation in local history.
4. Honorary/Courtesy Membership: Awarded to distinguished individuals who have made significant contributions to local history or the Society. These members are exempt from dues and enjoy all benefits of Active Membership, for a period as determined by the board.
5. Civic and Small Business Membership: Designed for local businesses and civic organizations, this membership level offers a way to demonstrate community support.
6. Corporate Membership: For larger businesses seeking to support the Society, this membership includes prominent recognition, opportunities for employee engagement in Society events, and special corporate volunteer days. Benefits include recognition in Society publications and at events, along with the opportunity to collaborate on special projects.
7. “Friends of...” Special Interest Membership: Members will have the ability to become a “Friend of...” special interests, and designate additional support to that area. Special Interest programs will be evaluated on an annual basis by the Board of Directors, to determine which areas require special support, with a permanent Friends of the Tuscarora Academy Museum offering in effect.

Commented [SM1]: New recommendation

Commented [SM2]: Added differentiation from “active membership” level to incentivize support

Commented [SM3]: Added differentiation on top of “small business membership” or further incentive

Commented [SM4]: New offering. Allows us to avoid increasing dues, by allowing members to opt into supporting special interests.

We could cater to these special interests, such as having a separate newsletter (or email updates) to communicate directly to those groups.

8. **Determination of Dues:** The Board of Directors shall annually determine the dues for each membership category.
9. **Unpaid Dues:** 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.
10. **Hardship Considerations:** The Society recognizes that some individuals may experience unexpected financial hardship. Upon request, the Board of Directors may vote to reduce or waive an individual’s dues on a case-by-case basis.

Commented [SM5]: This was repeated with each membership category previously

Commented [SM6]: This would be new. Simple enough to remove, but would be helpful to retain members and their prolonged support, even through difficult times

ARTICLE 3 OFFICERS AND BOARD OF DIRECTORS

SECTION 1: COMPOSITION OF THE BOARD

The Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary, and Director, along with other Society members, totaling no fewer than 9 and no more than 13 members. Board members, reflecting a diversity of skills and expertise, shall be elected by a majority vote of the general members at the Annual Meeting and shall serve two-year terms.

Commented [SM7]: This piece is completely restructured. This should provide the same organization structure, with less restrictive language and removing the divided election cycles. Sue previously suggested removing the requirement for the divided cycles, as it’s never been an issue and just adds something else to track.

SECTION 2: DUTIES OF OFFICERS AND BOARD MEMBERS

1. **President:** Leads the Board and Society, ensuring strategic objectives are achieved and representing the Society in community engagements. This position is required as a nonprofit in the Commonwealth.
2. **Vice-President:** Supports the President, stepping in as acting leader in the President’s absence and overseeing specific committees as assigned.
3. **Treasurer:** Manages financial affairs, including budget oversight, financial reporting, and ensuring fiscal responsibility. This position is required as a nonprofit in the Commonwealth.
4. **Secretary:** Keeps accurate records of meetings, oversees official correspondence, and maintains legal compliance documents. This position is required as a nonprofit in the Commonwealth.
5. **Director:** Provides overall leadership in operational management, policy development, and program implementation.
6. **General Board Members:** Play a vital role in governance, providing diverse perspectives and expertise. They are responsible for participating in decision-making, supporting various committees, and actively contributing to the Society’s strategic and operational goals.
7. **Board Attendance:** Board members are expected to make a good-faith effort to attend board meetings, and should refrain from missing more than 2 meetings in a rolling 12-month period.
8. **Job Descriptions:** The Board of Directors will periodically review and revise job descriptions for named Board positions, as well as other volunteer or paid roles as recommended by the Director.

Commented [SM8]: Required positions are noted, so this requirement never falls out of consideration if we ever have difficulty filling board positions. (future-proofing)

Commented [SM9]: This is in a separate line, rather than job descriptions being mentioned throughout

SECTION 3: NOMINATION AND ELECTION PROCESS

1. Nomination of Board Members: New board members may be nominated by an existing Board member or through self-nomination.
2. Election of Board 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
3. Filling Vacant Seats: In the event of a vacancy, the Board of Directors may appoint a new member to fill the seat temporarily. This appointment is subject to ratification by the general membership at the next Annual Meeting.
4. Member Emeritus Status: The Board of Directors may appoint distinguished former board members or individuals who have made significant contributions to the Society to the status of Member Emeritus. Member Emeritus is an honorary position recognizing exceptional service and contribution. While they do not hold voting rights, Members Emeritus may be called upon for advice and may participate in Board discussions at the invitation of the Board.

SECTION 4: MEETING ATTENDANCE AND PARTICIPATION

Board members are expected to actively participate in regular and special meetings, with provisions for remote participation as needed. Attendance requirements shall be defined by the board to maintain effective governance.

ARTICLE 4 MEETINGS

Commented [SM10]: This part forward is unchanged

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. This meeting serves as the primary forum for electing new board members, ratifying appointments to vacant seats, and discussing key Society matters.

SECTION 2: REGULAR BOARD OF DIRECTORS MEETINGS

Regular meetings of the Board of Directors shall be held monthly as scheduled annually, unless rescheduled with prior notification. These meetings are for overseeing ongoing activities and planning future initiatives of the Society.

SECTION 3: NOTICE OF MEETINGS

In accordance with the provisions of 15 Pa. C. S. A. §§5703 and 5704, notice of meetings shall be made in the following manner:

1. 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.
2. 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.

3. 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.
4. Notice of any meeting of the members of the Corporation at which any fundamental change 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 5 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 6 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 7 PARLIAMENTARY AUTHORITY

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

ARTICLE 8 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 _____, upon affirmative vote of the members of the Corporation at a duly-noticed meeting held April _____.

So certified by the Secretary,
