

**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 shall be prorated for new members.

SECTION 2: LIFE MEMBERSHIP

A life member shall be one who has paid the society an amount established by the Board of Trustees.

ARTICLE II — MEMBERSHIP DUES AND FEES

SECTION 1: DUES AND FEES

Membership dues and fees shall be determined from time to time by the Board of Trustees.

SECTION 2: USE OF DUES AND FEES

All dues and fees shall be used for general Society purposes.

ARTICLE III — FISCAL YEAR

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

ARTICLE IV — TRUSTEES

SECTION 1: NUMBER OF TRUSTEES, LENGTH OF TERMS

The Society shall have not fewer than 10 nor more than 15 Trustees, serving terms of three years from the date of their election at an Annual Meeting or until their successors are named.

SECTION 2: SOCIETY 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.

SECTION 3: TRUSTEES' RESPONSIBILITIES

- A. Trustees shall attend all regular Board meetings unless excused by a member of the Executive Committee. Absence from three regularly scheduled Board meetings in one year without authorization from a member of the Executive Committee shall constitute the vacating of any position on the Board.
- B. Trustees shall support the Society with personal contributions and assist with fundraising efforts.
- C. Trustees shall participate in the Society's activities and events.
- D. Trustees shall serve actively on at least one Society committee.
- E. 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 4: TRUSTEES EMERITUS

- A. The Nominating Committee may propose any person who has served the Society as a Trustee for at least 12 years for the position of Trustee Emeritus. The nomination must be confirmed by the Board of Trustees. Trustees Emeritus serve for life or until they choose to resign.
- 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 shall not have votes in Board meetings.

SECTION 5: HONORARY TRUSTEES

The Nominating Committee may propose the name of any person who has made an extraordinary contribution of any sort to the Society for the position of Honorary Trustee. The nomination must be confirmed by the Board of Trustees. Honorary Trustees shall have the same rights and privileges as Trustees Emeritus.

ARTICLE V — OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1: OFFICERS AND TERMS OF OFFICE

The officers of the Society shall be the President, Vice President, Secretary, and Treasurer. The Nominating Committee shall present a slate of officer candidates, chosen from among the regular Trustees, at the first meeting of the Trustees following the Annual Meeting. The officers shall hold office until the next Annual Meeting.

SECTION 2: EXECUTIVE COMMITTEE

- A. The Executive Committee shall be composed of the elected officers of the Society and one other Trustee invited by the president as needed.
- B. The Executive Committee shall be empowered by the full Board of Trustees to meet as required and to act for the full Board 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.
- D. The Executive Committee shall determine if an external audit is needed and, if so, shall select an entity to perform such an audit.
- E. The Executive Committee shall prepare a budget for the upcoming year to present to the Board of Trustees at their December meeting.
- F. The Executive Committee shall conduct annual reviews of all employees.

SECTION 3: PRESIDENT'S RESPONSIBILITIES

- A. The President shall have general supervision of the Society, under the direction of the Board of Trustees.
- B. The President shall preside at the Annual Meeting of the Society and at all meetings of the Board of Trustees and the Executive Committee.
- C. The President shall appoint members of the Society's committees, excepting the Executive Committee.
- D. The President 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'S RESPONSIBILITIES

The Vice President shall perform the duties of the President in his or her absence, and shall serve on the Executive Committee.

SECTION 5: SECRETARY'S RESPONSIBILITIES

The 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 of all Executive Committee meetings.

SECTION 6: TREASURER'S RESPONSIBILITIES

- A. The Treasurer 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 funds received and spent.
- B. 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.
- C. The Treasurer shall work with the other members of the Executive Committee to prepare an Annual Budget.
- D. Internal Audits
 - 1. The Treasurer shall periodically examine the financial records of the society to ensure that they represent a fair and accurate account of the financial affairs.
 - 2. The Treasurer shall perform an internal audit following the end of each fiscal year and present findings to the Board of Trustees at their next monthly meeting.
 - 3. The Treasurer shall participate in the External Audit if necessary.
 - 4. As a part of the annual audit, the Treasurer and one other Trustee shall review the contents of the safe deposit box(es) and include in the audit an inventory of the safe deposit box.

ARTICLE VI — COMMITTEES OF THE BOARD

SECTION 1: NOMINATING COMMITTEE

- A. The President shall appoint a Nominating Committee no later than February of each year.
- B. The Nominating Committee shall assemble a slate of Trustees for election at the Annual Meeting.
- C. The Nominating Committee shall report the slate to the Board at the March meeting, allowing time to circulate names of those nominated among the membership prior to the Annual Meeting.

- D. Nothing in these by-laws shall prevent the nomination of Trustee candidates from the floor by any member of the Society at the time of the Annual Meeting, provided that persons so nominated agree to serve if elected.
- E. At the first meeting of the Board of Trustees following the Annual Meeting, the Nominating Committee shall propose at least one Trustee each for the positions of President, Vice President, Secretary, and Treasurer. The officers will be elected by the Board at the same meeting.
- F. The Nominating Committee may propose anyone who has served the Society as a Trustee for at least 12 years to be elected by the full Board of Trustees as a Trustee Emeritus. The committee may also propose any person who has made an extraordinary contribution of any sort to the Society to be elected by the full Board of Trustees as an Honorary Trustee.

SECTION 2: BY-LAWS COMMITTEE

The President shall, as necessary, appoint a committee to review proposed amendments and changes to the By-Laws of the Society.

SECTION 3: OTHER COMMITTEES

With the advice and consent of the Board, the President may form other committees and appoint Board Members and non-Board members to serve as needed.

ARTICLE VII — PROPERTY AND ASSETS

SECTION 1: LEGAL TITLE

Legal title to all property, real and personal, shall be vested in the Board of Trustees.

SECTION 2: AUTHORITY FOR PURCHASE AND SALE

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.

SECTION 3: TRANSFERS AND LOANS

Any transfer or loan of items or property from the Society to any individual, organization, or location shall be authorized by the Board of Trustees.

SECTION 4: INVESTMENTS

The Board of Trustees shall periodically review the investments and investment policies of the Society and if necessary adapt them to changing financial circumstances.

SECTION 5: INCOME

No part of the income of the Society shall inure to the benefit of, or be distributable to, its members, Trustees, Officers, or other private persons, except that the Board shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Society's purposes.

ARTICLE VIII — STAFF

SECTION 1: AUTHORITY TO EMPLOY STAFF

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.

SECTION 2: JOB DESCRIPTIONS

The Board of Trustees shall provide and maintain job descriptions for all employed staff.

SECTION 3: ANNUAL REVIEW

The Executive Committee shall perform an annual performance review of any employee.

ARTICLE IX — MEETINGS

SECTION 1: ANNUAL MEETING

- 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 no later than March 15.
- 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 Board of Trustees shall be held every month or as needed. These meetings are open to the public.
- B. A simple majority of the Board of Trustees shall constitute a quorum for the purposes of conducting the business of the Society.
- C. Visitors may 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's presentation.
- D. Meetings of the Executive Committee shall be held as needed at a time convenient to members of the Committee.
- E. Special meetings may be held by call of the President with reasonable notice. If necessary, the work of the Board or the Executive Committee may be conducted remotely, provided adequate notice is given to everyone concerned.

ARTICLE X — AMENDMENTS TO THE BY-LAWS

SECTION 1: PROPOSED AMENDMENTS

Proposals to amend the By-Laws can be made by a member of the Huntingdon County Historical Society in good standing to the Board of Trustees in writing within 30 days of the publication of the Annual Meeting announcement.

SECTION 2: MEETING OF THE BY-LAWS COMMITTEE

If proposed amendments are received, the By-Laws Committee shall meet prior to the Board of Trustees meeting before the Annual Meeting, and shall review and draft the proposed amendments in order to present to the Board of Trustees for approval. Once approved by the Board, the proposed amendments are voted on at the Annual Meeting.

ARTICLE XI — PROHIBITED ACTIVITIES

No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society 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 By-Laws, the Society shall not carry on any other activities not permitted to be carried on by an organization 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 an organization 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).

ARTICLE XII — DISSOLUTION OF THE SOCIETY

Upon the dissolution of the Society, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Society, dispose of the assets of the Society exclusively for the purposes of the Society 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 Society 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.

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: Michael Fleck

Date

Vice President: Fred Lang

Date

Secretary: Maria Pettinger

Date

Treasurer: Steve Huston

Date

ADDENDUM — 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
- E. Revisions and Amendments signed June 3, 2019
- F. Revisions and Amendments approved at Board of Trustees meeting
November 2019
- G. Revisions and Amendments approved at Annual Meeting 2020
- H. Clarification Article V, Section 3F approved at Board of Trustees
meeting January 6, 2021
- I. Revisions and Amendments approved at Annual Meeting, June 25,
2022
- J. Revisions and Amendments approved at Annual Meeting, June 24,
2023
- K. *Revisions and reorganization proposed for the 2025 Annual Meeting.*