



February 29, 2020

Dear Members,

It has been 25 years since the Society was first organized, and many significant changes have taken place since then, most notably our move into the Gifford-Blanchfield House. As the Board of Directors planned for the future of the organization in this beautiful new space, it became evident that the Society's by-laws needed to be revised or amended.

With this newsletter, you'll find a copy of the by-laws that are being proposed for adoption later this year. Please read the by-laws and provide comments by May 29, 2020. You can share your comments by email at [harborcreekhistory@gmail.com](mailto:harborcreekhistory@gmail.com), or by phone at (814) 899-4447.

Printed copies of the current by-laws (approved in 1994) are available at the Society's office, should you like to compare the existing by-laws with the proposed ones.

You will be asked to vote on the revised by-laws at a membership meeting later this year.

Thank you for supporting the Harborcreek Historical Society and its mission.

Sincerely,

Lori Sheridan  
President

## **(Proposed) BY-LAWS OF HARBORCREEK HISTORICAL SOCIETY**

### **Definitions**

Name. The “HHS” shall mean Harborcreek Historical Society, its successors and assigns.

Board. The “Board” shall mean the Board of Directors of HHS.

### **Purposes, Objectives and Governing Instruments**

Charitable, Educational, and Scientific Purposes and Powers. The purposes of HHS, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, HHS shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these By-laws. The specific purposes of HHS are to promote awareness of the history and heritage of the Harborcreek area and its environs and to encourage the identification, collection and preservation of material for those purposes.

Nondiscrimination Policy. HHS will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

### **Membership**

Membership shall be open to any who subscribe to the Society’s purposes.

### **Directors**

Annual Meeting. Any meeting shall be held for the purpose of electing Directors and for the transaction of other business as may be brought before the meeting.

Number. The number of Directors constituting the entire Board shall be fixed by the Board.

Election and Term of Office. Management of HHS shall be vested in a Board of Directors consisting of nine voting members, three of whom shall be elected each year to serve for three years. Each Director shall hold office until the next annual meeting of the Board, or until his or her death, resignation or removal.

Powers and Duties. The Board shall have the control and management of the affairs and operations of HHS and shall exercise all the powers that may be exercised by HHS.

Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from

time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing, paper or electronic to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board.

Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Resignation. Any Director may resign prior to their term ending from office at any time by delivering a resignation in writing, paper or electronic to the Board of Directors.

Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Committees. The Board may convene special committees as may be desired to further the purposes of HHS. The committees shall have such tenure, number of members, responsibilities and authority as the Board shall determine.

Participation via electronic means. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by any electronic communication. Participation by such means shall constitute presence in person at a meeting.

### **Bank Accounts, Checks, Contracts and Investments**

Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of HHS. The Board shall determine who shall be authorized from time to time on HHS's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Contracts. The Board may authorize others to enter into any contract in the name of and on behalf of HHS, and such authority may be general or confined to specific instances. Unless authorized by the Board, no one shall have any power or authority to bind HHS by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Investments. The funds of HHS may be retained in whole or in part in cash or be invested and reinvested, as the Board may deem desirable.

### **Indemnification**

Indemnity Under Law. HHS shall indemnify and advance the expenses of each person to the full extent permitted by law.

Additional Indemnification. The HHS shall indemnify each of its directors, officers and employees whether or not they are in services as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by them in connection with the defense of any litigation to which the individual may have been a party because they are or were a director, officer or employee of HHS. The individual shall have no right to reimbursement, however, in relation to matters as to which they have been adjudged liable to the organization for negligence or misconduct in the performance of their duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of their office. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer of employee may be entitled.

**Dissolution**

HHS may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

**Amendments**

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

**Construction**

In the case of any conflict between the Certificate of Incorporation of HHS and these By-Laws, the Certificate of Incorporation of HHS shall control.

These By-laws were adopted at a meeting of the Board of Directors of Harborcreek Historical Society on \_\_\_\_\_, 2020.

\_\_\_\_\_  
Name  
President

\_\_\_\_\_  
Name  
Secretary

\_\_\_\_\_  
Name  
Treasurer