

GREATER MONESSEN HISTORICAL SOCIETY BY-LAWS 8-2015

ARTICLE I – NAME AND OFFICE

Section 1 - The name of the non-profit organization shall be GREATER MONESSEN HISTORICAL SOCIETY, herein the “Society”. The Society may upon the recommendation of its Board of Directors, change its corporate name at any regular or special meeting.

Section 2 - The registered office of the Society shall at all times be within the geographical limits of the City of Monessen. Initially it shall be at 505 Donner Avenue, Monessen, Pennsylvania, until changed by appropriate action by the Board of Directors.

ARTICLE II – PURPOSES OF THE SOCIETY

Section 1 – The Society exists for charitable, historical, and educational purposes.

Section 2 – The Society shall promote and foster knowledge, understanding, and appreciation of history in general and of the City of Monessen and environs in particular. The objective of this Society shall be to study, collect, and preserve for the City historical records and antiquities relating to the history of Monessen and environs and its people; to preserve items of current events that may have historical interest in the future; to interest and unite the city in a finer public spirit, through a fuller understanding of the traditions and history, both past and in the making, of our city and its neighboring communities.

a. To collect and preserve photographs, documents, books, genealogical information, historical data, archeological artifacts, edifices, and any and all writings or materials relating to history in general, and in particular to the history of Monessen, Pennsylvania and its environs.

b. To promote and foster knowledge, understanding, and appreciation of history in general and of the history of Monessen in particular.

Section 3 – The Society shall, from time to time, operate historic sites, collect and preserve genealogical information, artifacts and items of historical importance and conduct programs relating, primarily, to the City of Monessen and environs.

Section 4 - To operate exclusively for the charitable and education purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended. No part of the net earnings or principal assets of the Society shall inure to the benefit of its Directors, Officers or other private persons. The Society shall not devote more than an unsubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. The Society shall not directly or indirectly participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or opposed to any candidate for public office. The Society shall not have objectives or engage in activities which would characterize it as an “action” organization as that term is defined in Treasury Regulation 1.501(c) (3)-1(c) (3).

Section 5 – To conduct affairs of the Society so that no distinction shall be made as to race, color, creed, sex, religion, age or handicap with regard to membership, employment, professional staff or delivery of services.

ARTICLE III- MEMBERSHIP

Section 1 – The Board of Directors shall determine classes of membership and establish dues.

a. With the approval of the Board of Directors, Honorary Membership designation may be given to persons who have contributed special service to the Society.

Section 2 – Any person, group, or social or commercial organization interested in the purposes and work of the Society and who applies for membership and qualifies and pays the prescribed dues, shall be entitled to membership in the Society.

ARTICLE IV – FISCAL YEAR

Section 1 – The fiscal, parliamentary, and membership years shall correspond to the calendar year.

ARTICLE V – MEMBERSHIP MEETINGS

Section 1 – The Society shall hold at least two public meetings each year. The meetings may include historical programs or be part of the annual Open House.

Section 2 – Annual Meeting – The annual meeting of the general membership of the Society shall be held during the month of March at a date to be determined by the Board of Directors during which time the election of Directors shall be held along with any other business of the Society. A Public Notice of the Annual Meeting stating time and date shall be published on the Society’s website and any of its social media sites, such as the Society’s Facebook page at least ten days before the annual meeting.

Section 3 – Special meetings of the membership of the Society may be held at the call of the President, or by written request of three members of the Board of Directors, or upon the written request being delivered to the Secretary of the Society signed by at least ten members of the Society. A Public Notice of the Special Meeting stating time, date, and purpose shall be published in the local newspaper at least ten days before the special meeting.

Section 4 – The meetings will be conducted in accordance with Roberts Rules of Order.

Section 5 – Ten members of the Society present shall constitute a quorum to conduct the business of the annual or special meeting of the Society. Members present in person at either the annual or any special meeting of the Society may continue to conduct the business of the Society, despite any withdrawal of any member which leaves less than a quorum.

Section 6 – An agenda for each meeting of the members of the Society shall be prepared by the President at the direction of the Board of Directors and include, among other items on the agenda, for:

a. Annual Meetings: Call to order by the president; establishment of a quorum; approval of the minutes of the last annual or interim special meeting; presentation of the annual report; transaction of any business properly brought before the meeting; election of members to the Board of Directors; and adjournment.

b. Special Meetings: Call to order and establishment of a quorum; reading of the notice of the special meeting, including the purpose for which the meeting was called; transaction of the business for which the meeting was called; adjournment.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – The operation and management of the Society shall be vested in a Board of Directors (herein “the Board”). The Board shall have charge, control and management of the property, affairs and funds of the Society and also shall have the power and authority to do and perform any and all acts or functions consistent with the purposes and objectives of the Society, the laws of the Commonwealth of Pennsylvania, the Articles of Incorporation of the Society and the By-laws of the Society and which action or function when performed by the Board is not inconsistent with any other actions taken by the Society.

Section 2 – Elected Directors - The Board shall consist of seven directors who shall serve for a period of five years. The election of directors shall be on a rotating basis, so that beginning at the March, 2016 annual meeting, three members shall be elected; at the March, 2017 annual meeting, two members shall be elected; and at the March 2018 annual meeting, two members shall be elected and so on thereafter. The election of directors at the annual meeting of the society may be by written ballot. Directors elected to the Board of the Society may serve successive terms.

Section 3 – The Board may declare a vacancy to exist when the Board has determined that a director has been absent for three consecutive meetings without a valid excuse approved by the President of the Society. A vacancy may be created by the removal of a director by the Board of Directors when the Board of Directors have concluded that persistent misconduct on the part of a Director is deemed detrimental to the Society upon a 2/3 vote of approval by the Directors of the Society.

Section 4 – The Board shall present to the membership at the annual meeting a list of candidates for the office of Director.

Section 5 – Vacancies on the Board due to the death, resignation, or other cause, may be filled by the Board for the unexpired term. A Director appointed to fill a vacancy may be eligible for election at the end of the unexpired term.

ARTICLE VII – MEETINGS OF THE BOARD

Section 1 – The Board of Directors shall meet within two weeks following the annual membership meeting at the Call of the President. The Board of Directors shall convene for

the purpose of organizing the Board, the election of officers, appointment of committees and the transaction of any other business which may properly come before the meeting.

Section 2 – Regular meetings of the Board of Directors shall be held at least monthly at such times and at such place as shall from time to time be determined by the Board.

Section 3 – Special meetings of the Board may be called by the President at anytime and shall be called by the Secretary upon a written request (mail, e-mail, fax) for a special meeting of the Board of Directors by at least three directors and delivered to the Secretary.

Section 4 – Notice of all regular and special meetings of the Board of Directors (via mail, e-mail, fax) setting forth the place, date and time of the meeting and informing each Director shall be given at least three days prior to the time set forth for the meeting. All notices calling for a special meeting of the Board of Directors shall likewise set forth the purpose for which this special meeting is being called.

Section 5 – Four members of the Board of Directors shall constitute a quorum. The directors present at any duly organized meeting shall continue to conduct the business of the Society brought before that meeting, despite the withdrawal of any director leaving less than a quorum.

ARTICLE VIII – OFFICERS

Section 1 – The officers of the Society shall be a president, a vice-president, a secretary, and a treasurer all of whom must be members of the Board of Directors.

Section 2 – The duties of the officers shall be as follows:

- a. President - The President shall preside and prepare the agenda at all meetings of the Society. The President is empowered to form committees and appoint chairpersons responsible for specific phases of the Society’s business, but is not the chairperson of any committee.**
- b. Vice-President - The Vice-President shall execute all the powers of the President in the absence of or at the request of the President.**
- c. Secretary – The Secretary shall be the custodian of the Corporate Seal and affix it to all necessary instruments. The Secretary shall also act as the Recording Secretary to keep the minutes of the meetings.**
- d. Treasurer - The Treasurer will receive and disburse all funds of the Society and will submit a monthly report to the Board of Directors and an annual report to the membership. The Board of Directors may require a fiduciary bond for any amount it deems necessary, with the fee to be paid by the Society. The Board shall annually designate a group, not to exceed three in number, who shall be eligible to sign checks on behalf of the Society.**

ARTICLE IX – COMMITTEES

Section 1 – Committees shall first secure approval of the Board for any anticipated expenditure of more than \$100 (One Hundred Dollars) that is not specifically provided for in the budget.

Section 2 – Committees appointed by the President may research and investigate any phase of the Society’s business. The information of the committee’s work is to be available for all members of the Society.

Section 3 – Nominating Committee. The Nominating Committee appointed by the President shall consist of three members and will meet at least 60 days before the annual meeting. Nominees for officers and directors shall be from the membership of the Society. The slate of Directors shall be announced prior to the annual meeting. Ballots shall be mailed to all members. (See Article V, Section 2)

Section 4 – Finance Committee. The Finance Committee will include two persons plus the Treasurer to prepare a budget to be approved at the December Board meeting. This permits all activity to begin January 1st. Banking funds are to be deposited with an FDIC institution.

Section 5 – Executive Committee. The Executive Committee shall be composed of the current officers, (not appointed by the President) and shall be empowered to perform the functions of the Board in emergency situations, or to make routine decisions which must be made between Board meetings, and which the Board may ratify after they are made at the next regular meeting.

Section 6 – Museum Committee. The Museum Committee shall be responsible for the creation, establishment, and daily operation of the museum.

Section 7- Other committees such as: Ways and Means, Publicity, Historical Research, etc. may be formed by the Board as they deem necessary.

ARTICLE X – INDEMNIFICATION AND LIABILITY

Section 1 – Liability insurance may be secured covering the directors, officers, employees and agents as the Board shall designate in amounts determined and approved by the Board.

Section 2 – The Society shall, to the full extent permitted by the Non-Profit Corporation Law of 1988, the Directors’ Liability Act and any other laws of the Commonwealth of Pennsylvania, as amended from time to time, defend and indemnify against any liability not covered by liability insurance or other insurance any person who was or is a party or is threatened or made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) including anti-trust, civil rights and punitive damage claims by reason of the fact that such person is or was a director, officer, employee or agent of the Society designated to receive this protection, or is or was at the request of this Society a trustee, officer, employee or agent of another corporation, partnership, joint venture or enterprise and as such, designated to receive this protection.

Section 3 – Unless ordered by court, any indemnification from a third party or derivative action claim shall be made by the Society in the specific case upon determination that indemnification is proper in this circumstance because the applicable statutory standard of conduct has been met by acting in good faith and in a manner reasonably believed to be in or not opposed to, the best interests of the Society. Such determination shall be made by the members of the Society.

ARTICLE XI - CONFLICT OF INTEREST

Section 1 – A conflict of interest exists with respect to a given matter if a member of the Board, any committee of the Board, or employee has a financial or fiduciary interest in another organization, business or individual that would be affected by any action of the Board, committee or staff person. A member shall be construed to have a financial interest in an organization, business, or individual from which he or she derives an income and to have a fiduciary interest in an organization, business, or individual for which he or she performs in the capacity of a Director.

Section 2 – A member of the Board of any of its committees who believes such member has a conflict of interest with respect to any matter shall announce to the Board or committee the existence of a conflict of interest prior to the beginning of any discussion on a matter and shall abstain from such discussion and from voting on the matter.

Section 3 - The President shall decide in any case whether a conflict of interest exists, subject to an appeal which shall be decided by vote of the majority of the members of the Board of Directors excluding the member whose interest is in question.

ARTICLE XII - DISSOLUTION

Section 1 - Should the Society as a corporation dissolve, either voluntarily or involuntarily, any assets remaining in the corporation shall be distributed only to such charitable or eleemosynary organization or organizations as shall be deemed by the Court of Common Pleas of Westmoreland County, Pennsylvania, best fitted to carry on the corporation purposes. PROVIDED, however, that such organization or organizations be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as presently amended, or under the similar provisions of any future Internal Revenue Code. This Article shall not be subject to amendment.

ARTICLE XIII – AMENDMENTS

Section 1 – These By-Laws may be amended by a recommendation of the Board of Directors and adoption by 2/3 of those members present and voting at a regular or special meeting of the Society at which a quorum is present. The proposed amendments are to be announced to the membership at least ten days before the meeting at which they are to be considered.

