

**BYLAWS OF
LITTLESTOWN AREA HISTORICAL SOCIETY, INC.**

ARTICLE I

OFFICE

Section 1.01. Principal Office.

The principal office of the corporation in the Commonwealth of Pennsylvania shall be located at 50 East King Street, Littlestown, Pennsylvania.

ARTICLE II

MEMBERS

Section 2.01. Eligibility for Membership.

The corporation shall have one class of members. Members may be individuals or organization who are dedicated to achieving the goals and purposes of the corporation as set forth in the corporation's Articles of Incorporation which are incorporated herein by reference.

Section 2.02. Membership Fees and Dues.

The Board of Directors shall establish a schedule of dues or membership fees. Failure to pay dues or membership fees by the date established by the Board shall terminate such member's rights to membership and to vote.

Section 2.03. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.04. Resignation.

Any member may resign by filing a written resignation with the Secretary. Resignation shall not result in a refund of prepaid membership fees or dues.

ARTICLE III

MEETING OF MEMBERS

Section 3.01. Annual Meeting.

An annual meeting of the members shall be held on the third Tuesday of March each year at 7:00 p.m. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient. All such meetings shall be held at the registered corporate offices of the corporation.

Section 3.02. Special Meetings.

Special meetings of the members may be called by the President, a majority of the Board, or not less than one-third of the members.

Section 3.03. Place of Meeting.

The Board of Directors may designate any place within or not more than fifteen miles from Gettysburg, as the place for its annual Board meeting Or for any special meeting called by the Board or the membership. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation.

Section 3.04. Time of Meeting.

The day and hour of any meeting of the members not otherwise specified herein shall be delivered either personally or by mail, first class, or electronically such as by email to each member entitled to vote at such meeting, not less than ten or more than thirty days before the date of such meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. A bulk mailing or notice contained in or as part of a corporate newsletter will meet the advance notice requirement.

Section 3.05. Informal Action by Members.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the directors, may be taken without a meeting upon written consent or approval of all members or directors, setting forth the action taken.

Section 3.06. Quorum.

At any meeting of members a quorum shall consist of ten members or 10% of the membership, whichever is greater. If a quorum is not present at any meeting of members, a majority of the members present may designate a future meeting date and then adjourn the meeting to a later date. A new notice shall be provided to each member but only ten members shall be needed for a quorum at the future meeting

Section 3.07. Proxies.

- (a) At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after six months from the date of its execution. A proxy may be cancelled by notice executed by the member with like formality and delivered to the Secretary.
- (b) At each meeting of the members, every member shall be entitled to vote in person or by proxy and shall be entitled to cast one vote. The votes for director shall be by secret ballot. Only persons in good standing on the books of the corporation on the day of such meeting shall be entitled to vote in person or by proxy.
- (c) For any person to represent a member by proxy, such person must submit his or her written directive to the Secretary of the Board for examination at least one hour before the time of the meeting. When the Secretary has certified the written proxy is in good order, the proxy holder shall have the right to do any and all things which might be done by the member were he or she present in person, which right shall include the establishment of a quorum and the organizing of any meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. General Powers.

The affairs of the corporation shall be managed by its Board of Directors.

Section 4.02. Number, Tenure and Qualifications.

The number of directors shall be not less than 5 nor more than 15 members. The directors elected at the organizational meeting to succeed the directors named in the Articles of Incorporation shall be elected for staggered terms of three, two and one years. As the terms of such directors expire, their successors shall be elected for terms of three years and until their successors are elected and have qualified directors shall be members of the corporation. No employee of the corporation shall be eligible for membership on the Board of Directors. Any member who becomes an employee of the corporation shall resign their membership from the Board of Directors.

Section 4.03. Regular Meetings.

A regular annual meeting of the Board shall be held, without further notice other than these bylaws, immediately after and at the same place as the annual meeting of the members. The Board shall elect its officers and may conduct other business at its annual Board meeting. In addition, the Board shall establish a regular Board meeting schedule for the following year at its annual meeting.

Section 4.04. Special Meetings.

Special meetings of the Board may be called by or at the request of the President and shall be called by the Secretary at the request of a majority of the Board. The authorized person or persons calling a special meeting of the Board may fix any place not more than ten miles from Littlestown, as the place for holding such meeting. Otherwise, all Board meetings shall be held at the corporate offices.

Section 4.05. Notice.

Advance written notice of any special meeting of the Board shall be given at least five days prior to the special meeting. The written notice shall be delivered personally, sent by electronic notice, or by mail to each Director at his or her address as shown by the records of the corporation. Such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. The business to be transacted at the meeting need not be specified in the notice or waiver of notice unless specifically required by law or these bylaws.

Section 4.06. Quorum.

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to the next scheduled meeting date or establish a special meeting date with notice to Board members as set forth herein.

Section 4.07. Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless a greater number is required by law or by these bylaws.

Section 4.08. Vacancies.

Any vacancy occurring in the Board may be filled by the Board. The term of the appointed Board member shall continue until the expiration of the term of the member who has been replaced under this paragraph.

Section 4.09. Compensation.

Directors shall not receive any compensation for their services as directors. No part of the corporate net earnings shall inure to the benefit of any member, founder, contributor, or individual of the corporation.

Section 4.10. Directors - Absence from Meetings.

Any director who is absent from three (3) Board meetings in anyone year without excuse satisfactory to the Board shall be deemed to have surrendered his or her office as director. No action by the membership shall be required for removal of a Director by the Board under this provision.

Section 4.11. Directors - Residuary Powers.

The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved to the members of the law, the articles of incorporation, or these bylaws, shall be vested in the Board.

Section 4.12. Directors - Removal from Office.

A director may be removed from office by the members for cause by the vote of not less than three-fourths of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of the charges preferred against him or her at least ten (10) days before such meeting. The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director shall be filled by a majority vote of the membership, which may be taken at the same meeting at which such removal takes place.

Section 4.13. Directors - Liabilities.

No director of the corporation shall be personally liable for monetary damages as such for any action taken or any failure to take action, unless: (1) the director has breached or failed to perform the duties of his or her office as set forth in Title 42, Chapter 83, SECTION 8363 of the *Pennsylvania Consolidated Statutes* (relating to standard of care and justifiable reliance), and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Furthermore, a director shall be indemnified for the cost of defense including reasonable attorneys' fees by the corporation. The foregoing limitation on liability and provision for indemnification shall be retroactive and shall be to the fullest extent permitted by law .. This exemption from liability and provision for indemnification shall not apply to the responsibility or liability of a director for the payment of taxes pursuant to local, state or federal law.

ARTICLE V

OFFICERS

Section 5.01. Officers.

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. The officers of Secretary and Treasurer may be combined and held by one person.

Section 5.02. Term Limits.

- (a) President: No more than two consecutive two year terms.
- (b) Vice-President: No more than two consecutive two year terms.
- (c) Secretary: No more than two consecutive three year terms.
- (d) Treasurer: No more than two consecutive three year terms.
- (d) Curator: No more than two consecutive three year terms.

Section 5.03. Removal.

Any officer elected or appointed by the Board may be removed with or without cause by the Board by two-thirds vote of the remaining directors, whenever in its judgment the best interests of the corporation would be served thereby

Section 5.04. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

Section 5.05. President.

The President shall be the principal officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board. He or she may sign, with attestation of the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these bylaws or statute to some other officer or agent of the corporation and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5.06. Vice-President.

In the absence of the President of the Board or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President of the Board.

Section 5.07. Treasurer.

The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of ARTICLE VII of these bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time be assigned to him or her by the President or the Board. The Board may waive the bonding requirement by resolution of the Board either at the time of election or thereafter.

Section 5.08. Secretary.

The Secretary shall keep the minutes of the meeting of the members and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of and see that the seal of the corporation is affixed to all documents executed on behalf of the corporation as may be required by law; keep a register of the post office address of each member, which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of Secretary and such other duties incident to the office of Secretary as from time to time may be assigned to him or her by the President of the Board.

Section 5.09. Curator.

The Curator shall assume all responsibilities associated with the storage, preservation, and cataloging of items acquired by the society. These duties may include, but are not limited to, the handling of any said items, proper storage in archival quality containers, precise documentation of, and protection of said items. These duties will be followed by a process developed and approved by the Board of Directors of the Society, for the proper handling and storage of items in an accepted archival fashion. The items collected will be cataloged for easy retrieval, upon request, using a dual system of hard file and digital processes appropriate to preservation, as accepted by the Board or the members at large. The Curator may also perform those duties associated to storage, preservation, and cataloging as deemed necessary by the Board or the members at large.

ARTICLE VI

ORDER OF BUSINESS

Section 6.01. Order of Business.

The order of business at any regular or special meeting of the members of the Board shall be:

- (a) Reading and approval of any unapproved minutes.
- (b) Reports of officers and committee(s).
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Section 6.02. Parliamentary Procedure.

On questions of parliamentary procedure not covered in these bylaws, the abridged, *Robert's Rules of Order* shall be the guide of parliamentary procedure.

ARTICLE VII

COMMITTEES

Section 7.01. Committees.

The standing committees of the corporation shall be nominating, program, finance, membership; historic preservation, and publicity. The President shall appoint the membership of all committees other than the nominating committee and the records review committee which shall be elected by the Board. Each committee shall be composed of at least three members who may be removed at will by a majority vote of the Board. The chairman of each committee shall be appointed by the President. The nominating

committee shall consist of three members who shall be elected by the membership at its annual membership meeting. Any vacancy in office of any committee shall be filled by appointment of the Board of Directors. The corporate president shall be an ex-officio member of each committee. If no action is taken as required hereunder to appoint committee members for an additional term, each committee member shall be deemed to have been re-appointed for an additional one year term.

Section 7.02. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority Of the committee members present shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.03. Committee Functions.

Other than the nominating committees, the function of each committee shall be established by Board policy from time to time.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8.01. Contracts.

The Board may by resolution authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation; and such authority may be general or confined to specific instance. Such resolution granting authority to contract on behalf of the corporation shall remain in force until terminated per the terms of the resolution or until the resolution is revoked. In the absence of such resolution, the President and anyone other Officer listed in Section 5.02 of these by-laws may sign contracts, deeds, and other legal documents on behalf of the corporation.

Section 8.02. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 8.03. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may direct.

Section 8.04. Gifts.

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation. Acceptance of gifts will be subject to conditions set by the Board of Directors.

ARTICLE IX

BOOKS AND RECORDS

Section 9.01. Books and Records.

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purposes at any reasonable time. The Board shall cause an audit of the records of the corporation to be made each year by a competent auditor. In lieu of audit the membership may choose a committee of 3 (Records review committee) to review the records and books of the society. If this review is not acceptable to the membership then an audit will be made.

ARTICLE X

FISCAL YEAR

Section 10.01. Fiscal Year.

The fiscal year of the corporation shall begin in the first day of January and end on the last day of December in each year.

ARTICLE XI AMENDMENT

These by-laws may be amended by majority vote of the membership either at its annual meeting or at a special meeting called for that purpose. The text of any proposed amendment shall be included in the notice of the annual or special meeting of the membership which the proposal will be voted upon.

ARTICLE XII

Section 12.01. Not for Profit Organization.

The Association shall be organized and operated not for profit. No part of any Association net income shall ever be payable to any member.

Section 12.02 Charitable Status.

The Association does not have nor shall exercise any authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent qualifying as a corporation described in Section 501 of the Internal Revenue Code.

ARTICLE XIII

Dissolution:

Any dissolution shall be in accord with the Pennsylvania Non-Profit Corporation Law and shall in no way violate Internal Revenue Service regulations pertaining to the corporation tax exempt status as a 501 C (3) entity).

ARTICLE XIV
SEAL

Section 14.01. Seal.

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the *name* of the corporation and the words, "Corporate Seal",