

**PUNXSUTAWNEY AREA HISTORICAL & GENEALOGICAL SOCIETY
BY-LAWS**

ARTICLE I: Name

The name of this organization shall be the Punxsutawney Area Historical and Genealogical Society

ARTICLE II: Mission

The mission of the Society shall be to receive, collect and preserve the historical and genealogical records and artifacts of the area; to maintain a library and museum for their perpetuation and care; to encourage the preservation and restoration of material things and places that are of historical significance to the area; to exhibit artifacts and educate persons about subjects of historical, genealogical and cultural value; and to engage the community to that end.

ARTICLE III: Incorporation

The Society is hereby incorporated in the Commonwealth of Pennsylvania as a non-profit organization, exclusively for education and charitable purposes.

ARTICLE IV: Membership

Membership in the Society shall be open to any person or organization interested in the mission of the Society.

SECTION I: Classes of Members

- a. The Society shall have two classes of members: life and annual.
 - (1) Life Membership shall be available to individuals who pay a one-time life membership fee established by the Society. This one-time life membership fee shall be in lieu of annual dues. Life membership in the Society shall be available only to individuals.
 - (2) Annual Membership shall be available to individuals who pay yearly dues as established by the Society.
- b. The Society may establish sub-categories within these two classes to encourage and support membership development.

SECTION 2: Dues

Dues shall be established and adjusted from time to time to meet the operational needs of the Society. Dues schedules shall be established by the Society. Changes to dues schedules shall be approved at the Annual Meeting of the Society.

SECTION 3: Member Benefits

Members, whose dues are current, shall receive the benefits of membership. Member benefits will be defined by the Society and published in standing rules.

ARTICLE V: Governance

SECTION 1: Governing Board

The business of the Society shall be managed by a Governing Board consisting of the elected Officers and Trustees.

- a. Organization:
 - (1) Membership: The members of the Governing Board shall serve by virtue of their elective office as Officer or Trustee.

- (3) **Meetings:** The Governing Board shall meet quarterly to set policy and to act on the business of the Society. A quorum of more than half the current Governing Board membership is required to transact business at Governing Board meetings.
- (4) **Appointments:** The Governing Board shall appoint an individual to fill the position of Society Director to oversee the day-to-day operations of the Society's programs and services. The Society Director may appoint, with the concurrence of the Governing Board, coordinators and assistants as needed to achieve the work of the Society.

b. Responsibility: The Governing Board shall

- (1) Assure the Society establishes goals which support the achievement of the stated mission.
- (2) Establish standing rules and operating procedures for the Society.
- (3) Establish standards of conduct of members, trustees, officers, volunteers, students and visitors.
- (4) Establish guidelines for management of Society activities.
- (5) Ensure the Society complies with applicable laws of the community, state and nation.

SECTION 2: Officers

The Society shall elect officers who shall perform in good faith the duties of Society leadership. The elected officers of the Society shall be an Executive Committee consisting of President, Vice President, Treasurer and Secretary. A quorum of more than half the current Executive Committee membership is required to transact business at Executive Committee meetings.

a. Terms of Office

- (1) Elected officers shall serve for terms of two (2) years.
- (2) Elected officers shall be limited to two (2) consecutive terms of office.

b. Responsibilities

- (1) **President:** The President shall function as the leader for the Society. The President shall
 - (a) Represent the Society publicly.
 - (b) Chair the Governing Board of the Society.
 - (c) Attend meetings of the Trustees.
 - (d) Chair the Executive Committee.
 - (e) Report to the membership on a regular basis and at the Annual Society Meeting.
 - (f) Be ex officio member of all committees of the Society except the Nominating and Election Committees.
- (2) **Vice President:** The Vice President shall act in the absence of the President. In addition, the Vice President shall
 - (a) Serve as a member of the Executive Committee
 - (b) Oversee membership recruitment activities of the Society.
- (3) **Treasurer:** The Treasurer shall oversee the day-to-day management of the Society's financial obligations. The Treasurer may appoint assistants, with the concurrence of the Governing Board, to achieve the financial accountability of the Society.
- (4) **Secretary:** The Secretary shall record in writing the meetings of the Governing Board, the Executive Committee and the Annual Meeting of the Membership. In addition the Secretary shall:
 - (a) Attend any meeting as designated by the president for the purpose of providing a record.
 - (b) Prepare the Annual Report of the Society.

- b. Special Meetings:** Special meetings of the Executive Committee may be called by the President or at the request of any Executive Committee member upon adequate notice of the meeting.

SECTION 3: Trustees

The Society shall elect a Board of nine (9) Trustees to oversee the assets of the Society, including but not limited to the acquisition and maintenance of real property, management of investments and operating funds to insure a sound financial status, management of the society's collections, and provision for accountability. The Trustees shall serve in good faith. A quorum of more than half the current Board of Trustees membership is required to transact business at Trustee Board meetings.

a. **Terms of Office:**

- (1) Trustee shall serve for terms of three (3) years. Three trustees shall be elected each year at the Annual Meeting of the Society.
- (2) Trustees shall be limited to two (2) consecutive terms of office.

b. **Organization:** The Trustees shall reorganize annually and select a Chair, Vice Chair and Secretary and appoint trustees to serve on the following committees.

c. **Committees:** Each committee shall have a minimum of two members and will develop guidelines to assist in the performance of committee responsibilities.

- (1) The Buildings and Grounds Committee oversees the acquisition, maintenance, and general soundness of the buildings and/or real property owned by the Society.
- (2) The Finance Committee assures the soundness of the Society's financial condition through investment and management of the Society's financial resources.
- (3) The Collections Committee oversees the preservation of the Society's collections of artifacts and archives ensuring proper accession, storage, display and/or accessibility to the public and researchers, and proper de-accession of all items and ephemera entrusted to Society.
- (4) The Audit and Accountability Committee assures officers, trustees, volunteers and members serve in good faith, avoiding conflict of interest and the appearance of impropriety as they work to achieve the purposes of the Society. This Committee shall review and audit the income and expenditures as reported by the Treasurer for the Society and shall file an Annual Audit Report. The Committee shall prepare the records of the Society for any independent audit and, if necessary, recommend professional consultants to the Board of Trustees

d. **Special Meetings:** Special meetings of the Board of Trustees may be called by the Chairman or at the request of three Trustees upon adequate notice of the meeting.

SECTION 4: Vacancies

Vacancies in Officer or Trustee positions shall be filled at the next Annual Meeting of the Society.

Article VI: Society Meetings

SECTION 1: Annual Meeting

The Society shall hold an annual meeting in *November* for the purposes of announcing hearing the annual report by President, announcing election results, introducing upcoming programs and exhibits, and attending to any other business that should come before the membership.

SECTION 2: Fall Meeting

The Society shall hold an annual dinner and program meeting in September for the purposes of awarding the Society's Commendations for preservation of local history and other business appropriate for the evening.

SECTION 3: *Mid-year Meeting*

The Society shall hold a business meeting in *February* to attend to any business that should come before the membership.

SECTION 4: Special Meetings

Special meetings of the Membership may be called by the president or at the request of three Governing Board members upon adequate notice of the meeting.

Article VII: Elections

Elections for Officers and Trustees shall be conducted by mail and the results reported at the Annual Meeting of the Society.

SECTION 1: Nominating Committee

A nominating committee consisting of five (5) members shall be appointed by the Governing Board at the *July Meeting*, and charged with preparing a slate of officer and trustee candidates. The Nominating Committee shall prepare the ballot to be distributed to members in good standing by the first of *October*. Officer and Trustee candidate names, other than slate submitted by the nominating committee, shall be accepted when submitted by written statement asking to be listed on the ballot and accompanied by a petition carrying signatures of five (5) members in good standing and submitted within fifteen (15) days after the *July Governing Board meeting*. The slate of nominees and the process for self-nomination shall be included in the Society's *Summer-July Newsletter* and posted on the Society's web site immediately following the *July Governing Board meeting*.

SECTION 2: Voting

All members in good standing shall be provided the opportunity to vote in Society Elections. Organizations holding Society membership shall be limited to one vote per organization.

- a. Ballots, clearly stating the deadline for voting, shall be mailed with the Society's *Fall – October Newsletter* to all members in good standing no later than the *third week in October*.
- b. Ballots received by the stated deadline for voting shall be considered valid votes.
- c. An Election Committee consisting of three (3) individuals shall be appointed to certify the ballots and count the votes. The Election committee shall report the results of the election to the membership at the annual meeting.
- d. Election results shall be available at the Society and on the Society's web site as soon as is practicable following the announcement at the Annual Meeting of the Society.

ARTICLE VIII: Standing Rules

The Society shall have standing rules as needed to implement the provisions of the foregoing By-Laws and shall constitute the working rules of this organization. Standing rules shall be determined by the Governing Board, signed and dated and filed with the By-Laws.

ARTICLE XI: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society except in such cases as are governed by these By-Laws.

ARTICLE X: Amendments

These Bylaws may be amended by a two-thirds affirmative vote of total members present at the Annual Meeting of the Society and who constitute a quorum (10), provided the proposed amendment has been submitted in writing and read at two consecutive business meetings of the Society, one of which may be the meeting at which the vote is taken.

ARTICLE XI: Dissolution

The Society, should it dissolve, is bound in the matter of the Bennis House and its accompanying trust by the Cooney Trust instrument. Remaining assets will be directed to a charitable organization chosen by the Governing Board.