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BY-LAWS OF THE CLINTON COUNTY HISTORICAL SOCIETY

Adopted March 24, 2019

ARTICLE I MEMBERSHIP

Section 1. Membership in the Clinton County Historical Society shall be open to all persons, groups, associations and corporations desiring to sustain the purpose of the Clinton County Historical Society. Members whose dues are current are entitled to vote at general meetings and hold office in the organization.

Section 2. Annual Members are members who pay their dues once a year at a month and date set by the Directors.

Section 3. Life Members are members who pay a life membership fee.

Section 4. The Board of Directors may establish additional membership categories.

Section 5. The dues schedule and how dues will be collected shall be determined by the Board of Directors.

ARTICLE II MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of the membership of the Clinton County Historical Society shall be held in January of each year at which time the election of Directors will be held. Thirty (30) days prior to the annual meeting the Secretary shall certify the total number of voting members of the Clinton County Historical Society at least three weeks prior to the

20 annual meeting a Notice of the Annual Meeting will be published or the members will be  
21 notified by mail or electronic message. A Financial Report and an Annual Report of Activities  
22 will be presented at the Annual Meeting. All membership meetings of the Clinton County  
23 Historical Society shall be open to the public.

24 Section 2. Special Meetings of the membership may be called by the President at the  
25 request of the majority of the Board of Directors or at the written request of at least ten  
26 (10) members. Notice of special meeting date, time and purpose will be announced by mail  
27 or electronic message at least seven (7) days before the meeting. Only the purpose of the  
28 special meeting shall be discussed and any other discussion will be null and void.

29 Section 3. The members present at a meeting shall constitute a quorum. All matters brought  
30 to a vote shall be decided by the vote of the simple majority of the present members  
31 eligible to vote. Roberts Rules of Order shall prevail at all meetings.

### 32 ARTICLE III BOARD OF DIRECTORS

33 Section 1. The general powers of the Board of Directors are to manage the funds, properties  
34 and affairs of the Clinton County Historical Society.

35 Section 2. The Board of Directors shall consist of no more than fifteen (15) voting members  
36 of the Clinton County Historical Society. Five (5) Directors shall be elected each year. See  
37 Article III Sec. 3 for the exception.

38 Section 3. The term of office of a Director shall be three (3) years from the date of election,  
39 except in the case of a Director appointed by the Board of Directors to fill a vacancy, who

40 will serve until the next membership meeting. At that time the appointed Director may run  
41 for the remainder of the unexpired term after indicating interest to the Nominating  
42 Committee. Any time a member is running to fill an unexpired term, the time left will be  
43 indicated on the ballot.

44 Section 4. Prior to the annual meeting a nominating committee consisting of two (2) board  
45 members and one member at large shall be appointed by the President with the approval of  
46 the Board. Nomination for the Board of Directors of the Clinton County Historical Society  
47 shall be made, with the permission of the nominee, no less than three weeks prior to the  
48 annual meeting at which time the election will be held. Names of those persons nominated  
49 shall be included in a notice to the membership prior to the annual meeting.

50 Section 5. The Directors shall be elected from the ballot offered by the Nominating  
51 Committee by vote of the majority of the voting members present at each annual  
52 membership meeting.

53 Section 6. Any Director may resign anytime by giving written notice to the President or  
54 Secretary of the Clinton County Historical Society Board of Directors.

55 Section 7. Any Director may be removed from office for failure to pay dues or absence from  
56 three (3) consecutive board meetings without a legitimate excuse or as otherwise provided  
57 in the Non-Profit Corporation Laws of Pennsylvania. Directors are asked to notify the  
58 President or Secretary of anticipated absence from scheduled meetings. A Director being  
59 removed shall be given written notice of the proposed removal at least two (2) weeks prior  
60 to the meeting when such action will be taken.

61 Section 8. The Board of Directors shall not consist of immediate family members. Family  
62 members shall be defined as spouses, domestic partners, children, and siblings.

63 ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

64 Section 1. Regular meetings of the Board of Directors shall be held at least six (6) times per  
65 year. The schedule of Directors' meetings shall be set at the next Board Meeting following  
66 the Annual Meeting.

67 Section 2. Special meetings of the Board of Directors may be called at any time by the  
68 President or Vice President(s) or at the written request of three (3) Board Members. The  
69 date, time, place and purpose of the meeting shall be conveyed to the Directors forty eight  
70 (48) hours prior to the meeting. Only the purpose of the special meeting shall be discussed  
71 and any other discussion will be null and void.

72 Section 3. A Quorum of the Board of Directors shall be a majority of the Directors in Office.  
73 If a Quorum is present, the acts of the majority of the Directors in attendance shall be the  
74 acts of the Board.

75 Article V Officers/Executive Committee

76 Section 1. The Officers/Executive Committee of the Clinton County Historical Society shall  
77 be the President, First Vice-President, Second Vice-President, Recording Secretary,  
78 Corresponding Secretary, Treasurer. and Assistant Treasurer. The date, time and place of  
79 Executive Committee meetings shall be in accordance with Board policy formulated by the

80 Board of Directors. A majority of the Executive Committee members present shall  
81 constitute a quorum.

82 Section 2. The officers of the Clinton County Historical Society shall be elected by the Board  
83 of Directors at the first meeting of the Board following the annual meeting of the Clinton  
84 County Historical Society. Each officer shall serve for a term of one (1) year or until a  
85 successor is chosen.

86 Section 3. The Officers/Executive Committee shall have and may exercise the powers of the  
87 Board of Directors between meetings of the Board or to act on emergency business as  
88 provided by Non-Profit Corporate Law.

89 Section 4. The President shall be the chief executive officer of the Clinton County Historical  
90 Society and shall have the general supervision of the business of the Clinton County  
91 Historical Society. He/she shall preside at all meetings of the membership and Board of  
92 Directors and shall present at each annual meeting a report of the business of the Clinton  
93 County Historical Society for the preceding year. The President at the direction of the Board  
94 shall appoint committees for Finance, Membership, Properties and Collections and may  
95 appoint Ad Hoc committees as necessary. All committees shall be chaired by a current  
96 Board Director. The duties of committees shall be designated by the Board of Directors. The  
97 President shall promptly report all actions taken by the Executive Committee to the Board  
98 of Directors for ratification and shall perform other duties that the Board of Directors may  
99 prescribe.

100 Section 5. Vice-President(s) of the Clinton County Historical Society shall have such powers  
101 and perform such duties as the Board of Directors or President may prescribe. At the  
102 request of the President any vice president may, in the case of absence or inability of the  
103 President, act temporarily in his/her place. In the case of death of the President or the  
104 inability of the President to act, the Board of Directors shall designate a Vice-President to  
105 perform the duties of the President until the next election of officers or the return of the  
106 President.

107 Section 6. The Recording Secretary shall keep the minutes of all Membership Meetings,  
108 Board of Directors and Executive Committee meetings in books provided for that purpose a.  
109 The Secretary shall perform other duties as assigned by the President or Board of Directors.

110 Section 7. The Corresponding Secretary shall be responsible for issuing all correspondence  
111 on behalf of the organization, with the exception of the specific items handled by another  
112 office, and shall exercise additional duties as assigned by the Board of Directors.

113 Section 8. The Treasurer shall keep full and accurate accounts of receipts and  
114 disbursements and shall deposit in a timely manner all monies and other valuable effects of  
115 the Clinton County Historical Society in a depository or depositories designated by the  
116 Board of Directors. The Treasurer shall give a written report on the financial condition of the  
117 Clinton County Historical Society at each Board of Directors meeting and at each Annual  
118 Membership meeting or at any other time as the President or Board of Directors may  
119 require. All disbursements will be signed by the Treasurer or Assistant Treasurer and one  
120 other Director as designated by the Board of Directors

121 Section 9. The Assistant Treasurer under the direction of/or in the absence of the  
122 Treasurer, shall fulfill the duties of the Treasurer and other duties as assigned by the Board.

123 Section 10. The Treasurer and Assistant Treasurer shall be permanent members of the  
124 financial committee, but may not serve as chairman of the committee.

125 Section 11. If any officer cannot perform the duties as assigned to that office, the Board of  
126 Directors shall appoint another board member in his/her place for the remaining term. THE

#### 127 Article VI Fiscal Year

128 The Fiscal Year of the Clinton County Historical Society shall begin on January 1<sup>st</sup> and shall  
129 end on December 31<sup>st</sup> of each calendar year.

#### 130 Article VII Audit

131 The fiscal affairs of the Clinton County Historical Society shall be reviewed annually by a  
132 Certified Public Accountant or other qualified persons with approval of the report by the  
133 membership at the Annual Meeting.

#### 134 Article VIII Amendment of Bylaws

135 These by-laws may be amended at membership meetings of the Clinton County Historical  
136 Society by a vote of two thirds of the members present, provided the proposed  
137 amendments shall have been read at preceding meetings or circulated to the membership  
138 three (3) weeks before the meeting at which time a vote is to be taken.

#### 139 Article IX Indemnification

140 Section 1. Any person made or threatened to be made a party to any action or proceeding,  
141 whether civil or criminal, by reason of the fact that he/she is or was a Director, an officer of  
142 the CLINTON COUNTY HISTORICAL SOCIETY or served any other corporation or other entity  
143 or organization in the capacity at the request of the CLINTON COUNTY HISTORICAL SOCIETY  
144 while he/she was a Director or officer of the CLINTON COUNTY HISTORICAL SOCIETY shall be  
145 and is indemnified by the corporation.

146 Section 2. Said indemnification shall be against all judgments, fines, amounts paid in  
147 settlement and reasonable expenses, including attorneys' fees actually and necessarily  
148 incurred as a result of any such action or proceeding, or any appeal therein to the fullest  
149 extent permitted and in the manner prescribed by laws of the Commonwealth of  
150 Pennsylvania as they may be amended from time to time, or such other law or laws as may  
151 be applicable to the extent such other law or laws is not inconsistent with the law of  
152 Pennsylvania.

153 Section 3. The foregoing provision of this article shall be deemed to be a contract between  
154 CLINTON COUNTY HISTORICAL SOCIETY and each member or officer of the CLINTON  
155 COUNTY HISTORICAL SOCIETY, in such a capacity at any time while this Article is in effect.  
156 Any appeal or modification of the Article or any applicable provision of the laws of  
157 Pennsylvania shall not affect any rights or obligations then existing as it related to any  
158 action or proceeding theretofore or thereafter brought or threatened based in whole or  
159 part upon such state of facts. However, the right of indemnification provided in the Article  
160 shall not be deemed exclusive of any other rights to which any Board member or officer of



161 the CLINTON COUNTY HISTORICAL SOCIETY may now be or hereafter become entitled apart  
162 from this Article.

163 Section 4. The Clinton County Historical Society Board of Directors shall purchase insurance  
164 to effectuate the sections of this Article IX.

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167 Article X Provision of Dissolution of the Institution

168 Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be  
169 distributable to, its members, directors, officers, or other private persons, except that the  
170 corporation shall be authorized and empowered to pay reasonable compensation for  
171 services rendered and to make payments and distributions in furtherance of Section  
172 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the  
173 carrying on of propaganda, or otherwise attempting to influence legislation, and the  
174 corporation shall not participate in, or intervene in (including the publishing or distribution  
175 of statements) any political campaign on behalf of or in opposition to any candidate for  
176 public office.

177

178 Notwithstanding any other provision of these articles, the corporation shall not carry on any  
179 other activities not permitted to be carried on [a] by a corporation/organization exempt  
180 from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or

181 corresponding section of any future Federal tax code) or [b] by a corporation contributions  
182 to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or  
183 corresponding section of any future Federal tax code).

184 Section 2. Upon dissolution of the CLINTON COUNTY HISTORICAL SOCIETY, assets shall be  
185 distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the  
186 Internal Revenue Code (i.e., charitable, educational, religious, scientific) or corresponding  
187 section of any future Federal tax code or shall be distributed to the Federal Government or  
188 to a State or Local Government for a public purpose, except for those gifts that were  
189 entailed at time of gifting.