

BY-LAWS OF FRIENDS OF MOON HISTORICAL SOCIETY, INC.

2/25/2020 This document amends and replaces in full all prior by-laws.

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ARTICLE I

NAME

The name of this organization shall be FRIENDS OF MOON HISTORICAL SOCIETY, INC., a non-profit organization in the state of Pennsylvania. The business of the organization may be conducted as FRIENDS OF MOON HISTORICAL SOCIETY, INC. or MOON TOWNSHIP HISTORICAL SOCIETY Hereafter to be referred to as Society.

ARTICLE II

PURPOSE

Section 2.01 Mission

The Society is local, community-based non-profit organization dedicated to the conservation, preservation, research, and education concerning Moon Township history.

Section 2.02 Purpose

The Society is a non-profit corporation and shall act exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to include any future corresponding Federal tax code.

The purpose of the Society shall be dedicated to preserving and encouraging community interest in the history of Moon Township, Pennsylvania. We seek to ensure that present and future generations can share in our heritage.

To meet these goals shall include the following:

- A. Expand interest in local history by presenting programs of historical significance.
- B. To be a resource for local history education.
- C. To encourage the information of local history is available to news media, publications, internet, and to anyone.
- D. Share and educate the public of the importance of the preservation and protection of buildings and historical sites of interest.
- E. Collect and preserve.

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ARTICLE III
MEMBERSHIP

Section 3.01 Qualifications

All persons interested in the purposes defined Article II shall be eligible for membership upon payment of the annual membership dues.

Section 3.02 Term

Membership is renewed each year.

Section 3.03 Definition

Members in good standing are defined as members who have paid their membership dues for the current year.

Section 3.04 Rights of Members

Each member has the right to vote in matters before the membership.

Section 3.05 Membership Classification

There shall be four classes of membership:

- A. **Individuals**, who are any member in good standing as defined in Article III, Section 3.03.
- B. **Family**, who are any member in good standing as defined in Article III, Section 3.03, who will receive an IRS donation letter from the Society.
- C. **Benefactors**, who are any member in good standing as defined in Article III, Section 3.03, who will receive an IRS donation letter and a promotional item, as decided by the Board of Directors on a yearly basis, from the Society.
- D. **Emeritus**, who are non-paying lifetime members as approved by a Board of Directors' vote.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.01 Board of Directors

The Board of Directors shall consist of the Officers listed in Article IV, Section 4.02. Their duties and powers shall be to administer the business of the Society in accordance with these By-Laws.

- A. Their term shall start and expire concurrent with the Officers.
- B. Board meetings shall be called by the President. There shall be a minimum of 2 meetings per year.

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Section 4.02 Officers

Officers shall be elected by the members for a Term of 2 years. Offices shall be: President, Vice President, Secretary, Treasurer, Program Chairman, and two (2) Non-Officer Board Members.

Section 4.03 Officer's Duties and Powers

- A. The **President** shall be the official representative of the organization. The President shall insure that the Annual Audit is prepared, completed, and made available to members. The President shall preside over all meetings of members and the Board of Directors. The President shall vote on matters before the membership only when there is a tie. The President shall not have veto power.
- B. The **Vice President** shall perform all duties of the President if the President is absent.
- C. The **Secretary** shall keep accurate minutes of all meetings. The Secretary shall distribute notices of all meetings and keep a list of contacts. The list of contacts shall designate members in good standing. The Secretary shall make available the list of contacts, by-laws, and operational policies to member upon request.
- D. The **Treasurer** shall keep accurate accounts of all receipts and disbursements. The Treasurer shall oversee the deposit of all Society monies in depositories designated by the Board of Directors; oversee the payment of all bills; submit annual tax filing; submit financial reports, which shall include an accounting of all special funds, at monthly Board Meetings and the Annual Meeting; and shall, in conjunction with the staff, be responsible for preparing and mailing notices of the annual dues.
- E. The **Program Chairman** shall plan and secure speakers for member meetings. The Program Chairman shall make member meeting arrangements, including meeting room, refreshments, and speaker requirements.
- F. The **Non-Officer Board Members** shall have the ability to vote at Board of Directors meetings, but have no special duties.

Section 4.04 Committees

Committees shall be appointed by the Board of Directors as the need arises. Committees include, but are not limited to: IT and Nomination Committees.

Section 4.05 Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

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ARTICLE V
MEETINGS & QUORUMS

Section 5.01 Regular Board of Directors Meetings

There shall be no fewer than four (4) Board of Directors meetings annually. Business of the Society may be discussed at any meeting.

Section 5.02 Regular Public Meetings

There shall be no fewer than four (4) public meetings annual; at which the general membership will be present for votes.

Section 5.03 Annual Meeting

The October Regular Public Meeting shall be the Annual Meeting unless otherwise ordered by the Board of Directors; at which the general membership will vote on Officer Nominations.

Section 5.04 Notice of Meetings

Notice of a voting meeting will be published to the general membership at least two weeks in advance.

Section 5.05 Quorum

The quorum for a Board of Directors meeting shall consist of four (4) or more members of the Board of Directors.

Section 5.06 Voting

Voting by the general membership can take place at any of the Regular Public Meetings so long as the meeting has been publicized in accordance with Article V, Section 5.04.

ARTICLE VI
CONFLICT OF INTEREST

Section 6.01 Conflict of Interest

All members of the Board of Directors shall sign a conflict of interest statement at the beginning of each elected term. This form shall disclose all connections to all entities by the Board members themselves and/or their immediate families or households that might constitute a conflict of interest with the work of the Society. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b)

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withdraw from discussion, lobbying and voting on the matter. The Minutes shall record the name(s) of those abstaining.

ARTICLE VII

ELECTIONS

Section 7.01 Nominations

At the August meeting, Board of Directors shall present a single slate of nominees for the open Officers positions. Nominations may be made from the floor at the August meeting and throughout the following months until the final vote is held at the Annual Meeting.

Section 7.02 Elections

The Officers and Directors proposed for election shall be elected at the Annual Meeting and assume office on January 1st of the following year.

ARTICLE VIII

FINANCE

Section 8.01 Fiscal Year

The fiscal year for filing Federal and State forms starts on July 1st and ends the following June 30th.

Section 8.02 Membership Year

The member year for dues and programming starts on January 1st and ends on December 31st. Officers shall serve for two (2) years based on the Membership Year.

Section 8.03 Dues

Annual dues shall be set by the Board of Directors at the first Board of Directors Meeting of the calendar year. Invoices shall be issued to the membership following this meeting.

Section 8.04 Fund Dispersal

Two signatures, those of the Treasurer and President, shall be registered with financial institutions handling funds for the Society. Checks for amounts less than \$250 may be issued and signed by the Treasurer after a Board of Directors' vote of approval. Checks exceeding that amount require signatures from both the Treasurer and President after a Board of Directors' vote of approval.

Section 8.05 Budget

A budget for the fiscal year is to be prepared by the Treasurer and President for approval by the Board of Directors at the July Board of Directors Meeting.

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Section 8.06 Audit

An annual audit shall be conducted of the Society's financial holdings by a qualified CPA. A written report of the findings from the audit shall be submitted to the Board of Directors.

ARTICLE IX **AMENDMENTS TO THE BY-LAWS**

Section 9.01 Amendments

These Bylaws may be amended or revised by two-thirds of the membership present at any regular or special meeting, provided that a written copy of such amendment(s) or revision(s) has been sent to each member at least fifteen (15) days in advance.

ARTICLE X **PARLIAMENTARY AUTHORITY**

Section 10.01 Parliamentary Authority

The parliamentary authority shall be the current edition of *Robert's Rules of Order, Newly Revised* in all cases in which they are not incompatible with these Bylaws.

ARTICLE XI **CODE OF ETHICS**

Section 11.01 Purpose

The Society requires and encourages directors, officers and members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The officers and representatives of the Society must practice honesty and integrity in fulfilling their responsibilities

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and comply with all applicable laws and regulations. It is the intent of the Society to adhere to all laws and regulations that apply to the Society and the underlying purpose of this policy is to support the Society's goal of legal compliance. The support of all the membership and officers is necessary to achieving compliance with various laws and regulations.

Section 11.02 Reporting Violations

If any director, officer, or member reasonably believes that some policy, practice, or activity of the Society is in violation of the law, a written complaint must be filed by the person with the President or Vice President of the Board of Directors.

Section 11.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil or criminal review.

Section 11.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Society and provides the Society with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Society shall not retaliate against any director, officer, or member who in good faith, has made a protest or raised a complaint against some practice of the Society or of another individual or entity with whom the Society has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Society shall not retaliate against any director, officer, or member who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Society that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 11.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 11.06 Handling of Reported Violations

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The board President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board of Directors and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XII **INDEMNIFICATION**

Section 12.01 Indemnification

The Society shall indemnify, except as prohibited by law [including but not limited to the indemnification provided by 15 Pa. C.S.A. Chapter 57, Subchapter D. as amended, contained in the Act of December 19, 1990 (P.L. 834 No. 198)] each Director or officer [including each former Director or officer] of the organization who was or is made a party to, or a witness in, or is threatened to be made a party to or a witness in any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was an authorized representative of the Society, against all expenses [including attorneys' fees and disbursements], judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. The Society shall pay the expenses [including attorneys' fees and disbursements] incurred by a Director or officer in defending or appearing as a witness in any civil or criminal action, suit or proceeding described or such action, suit or proceeding upon receipt of an agreement by or on behalf of the representative to repay the amount if it is ultimately determined that the Director or officer is not entitled to be indemnified by the Society as authorized by Subchapter D., as amended, or otherwise. The Society may purchase and maintain insurance to protect itself and any such Director or officer against any liability, cost or expense incurred in connection with any such action, suit or proceeding.

ARTICLE XIII
DISSOLUTION

Section 13.01 Dissolution

The Society shall be dissolved by resolution. The Board of Directors or members shall direct that the question of dissolution be submitted to a vote at a regular or special meeting of the general membership, giving written notice 60 days and 30 days prior to the meeting, stating time, place and purpose of the meeting.

At the meeting to consider dissolution, a seventy-five per cent (75%) affirmative vote of the membership voting shall be required to approve dissolution. Postal, electronic and proxy votes shall be accepted. Upon dissolution, the Board of Directors will need to file all appropriate paperwork with the State of Pennsylvania to legal dissolve the organization.

Section 13.02 Funds Dissolution

Upon dissolution, the net assets of the corporation shall be applied and distributed as follows:

- A. All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made. Notice of dissolution shall be published and appropriate government agencies notified by registered or certified mail.
- B. Provision shall be made for the disposal of all records and property. Assets held upon a condition requiring return, transfer or conveyance shall be distributed as provided by law.
- C. The Board of Directors shall direct that any remaining assets be given to one or more other organizations whose aims and purposes are compatible with those stated in the Articles of Incorporation and within the meaning of 501 (c)(3) of the Internal Revenue Code as amended. No individual member or members shall benefit from any assets.