

Bellefonte Historical and Cultural Association

ARTICLE I - NAME

Section 1. The name of this organization shall be the Bellefonte Historical and Cultural Association.

ARTICLE II - PURPOSES

Section 1. The purpose of this organization shall be:

1. To aid the Borough of Bellefonte in the development and maintenance of Talleyrand Park.
2. To work for the reconstruction, restoration, and preservation of the historical sites, structures, areas, artifacts, and ideas of the Borough of Bellefonte.
3. To promote the historical and cultural traditions of Bellefonte and to increase the awareness and knowledge of such traditions, making such awareness and knowledge accessible to all citizens regardless of race, creed, sex, color, or national origin.
4. To foster and promote the community development and spirit of Bellefonte.
5. To foster and promote the cultural facilities and activities within the community for the betterment of Bellefonte and all its residents.
6. To participate, cooperate, and coordinate with other organizations, individuals, agencies, and municipalities to accomplish common goals of historical restoration, reconstruction, and preservation.
7. To participate, cooperate, and coordinate with other organizations, individuals, agencies, and municipalities to foster and promote cultural activities in the Bellefonte Borough.

Section 2. All funds collected by the Association shall be used only to carry out the stated purpose of the Association. The Association is not organized for profit, and no part of the net earnings or income of the Association shall inure to the benefit of any individual or contributing member. An audit by a non-member of the Board of Directors shall be conducted at least annually.

Section 3. In the event of dissolution of the Association, any assets of the Association shall be distributed to an organization, or organizations, which has established appropriate tax exemptions as an organization described in 501(c)(3) of the Internal Revenue Code, contributions to which are deductible, or to a state or local government for public purposes.

ARTICLE III - MEMBERSHIP

Section 1. Membership in this organization shall be open to all persons who elect to participate. No person shall be refused membership on the basis of age, sex, race, ethnic background, creed, or political affiliation.

Section 2. Individuals who contribute \$2.00 or more in annual membership dues shall be voting members of the organization. Individuals who contribute less than \$2.00 annually shall be classified as associate members and will be non-voting members of the Association.

Section 3. The Board of Directors may adjust membership classifications and/or dues as may be found necessary.

Section 4. Membership dues shall be considered as part of the Association's total income for the fiscal year.

Section 5. Voting membership shall extend for a one-year period, renewable annually, with annual dues payable by March 31.

ARTICLE IV - GENERAL MEMBERSHIP MEETINGS

Section 1. There shall be a general meeting of the organization at least annually, during the month of September, at a date designated by the Board of Directors. Other meetings may be held at such times and places as the Board of Directors or the Executive Committee shall designate.

Section 2. Notice of the annual meetings of the Association shall be mailed to all members at least fourteen (14) days in advance of the meeting. This notice shall outline so far as is practicable the matters to be transacted at the meeting, including specific information as to any elections to be conducted at that time.

Section 3. Special meetings of the Association may be called at any time by action of the President, or a majority of the Board of Directors. Notice of such meetings may be either through mail or through other forms of communications, except that all members must be informed of the place and time of the meeting and the major topics of business.

Section 4. The meetings of the Association shall be open to all interested persons but voting shall be limited to voting members.

Section 5. Ten percent (10%) of the voting membership shall constitute a quorum for the conduct of business at general meetings.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of not less than nine nor more than fifteen active voting members. The Board shall have charge of the affairs of the Association between annual meetings.

ARTICLE V (CONT'D)

Section 2. Directors shall be elected at the annual meeting to serve for a term of two years. One half of the authorized number of Directors shall be elected each year. Terms of office shall coincide with the date of the annual meeting. A Director shall not be eligible for more than two full consecutive terms. Directors may be re-elected after the expiration of at least one year from the end of the last term. Election by the Board to fill an unexpired term shall not be deemed to be service for a full term.

Section 3. Vacancies in directorships may be filled by the Board of Directors from the report of the Nominating Committee.

Section 4. Regular meetings of the Board of Directors shall be held monthly, at least ten times per year, in such places and at such times as the Board may designate. Notice of such meetings shall be made to all members of the Board of Directors at least seven (7) days prior to the meeting. All meetings of the Board shall be open to the membership.

Section 5. Special meetings of the Board of Directors may be called by the President or by a simple majority of Board members when business requires. All members of the Board should be given notice of such meetings.

Section 6. One-third of the members of the Board shall constitute a quorum for the transaction of business.

ARTICLE VI - OFFICERS

The officers of the organization shall include a president, vice-president, treasurer, and secretary.

Section 1. All officers shall be elected from the membership of the Board of Directors at the annual meeting to serve for a term of one year or until their successors are elected. They shall take office at the annual meeting of the year of their election.

No person shall be elected to the same office for more than three (3) consecutive years. If any of the offices become vacant for any reason, it shall be filled by the Board of Directors.

Section 2. Duties of the officers shall be as follows:

1. President. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall be a non-voting member, ex officio, of all committees except the Nominating Committee. The President, with the approval of the Board of Directors, shall appoint the chairpersons of all committees.
2. Vice-President. In case of the absence or inability of the President, the duties shall be performed by the Vice-President. The Vice-President shall perform such other responsibilities as designated by the President or the Board of Directors.

ARTICLE VI (CONT'D)

Section 2 (cont'd).

3. Treasurer. The Treasurer, under the authority of the Board of Directors, shall be responsible for the custody of all funds of the Association and shall have the funds deposited in such depositories as are approved by the Board. The Treasurer shall accurately record all contributions made to the Association and shall see that they are appropriately acknowledged and receipted. The Treasurer shall maintain accurate records of all financial transactions of the organization and shall make regular reports of the same to the Board of Directors, the Finance Committee, and the membership. All expenditures of the Association shall be approved by the Board of Directors.
4. Secretary. The Secretary shall be responsible for seeing that a record is kept of all meetings of the Association and of the Board of Directors. The Secretary shall, as directed by the President or the Board, be responsible for seeing that the correspondence of the Association is conducted and shall give notice of meetings of the membership and of the Board of Directors. The Secretary shall keep accurate recording of the names and addresses of the membership.

ARTICLE VII - COMMITTEES

The Association shall have such standing and ad hoc committees and projects as are essential to the accomplishment of its purposes. Such committees and projects shall be established by appointment of the President, with the approval of the Board of Directors. Membership on all committees is open to all members of the organization unless otherwise indicated. Committee membership may be extended to non-members of the Association when deemed desirable for accomplishing the purposes of the organization.

Section 1. The Nominating Committee shall be a Standing Committee of the Association. The Committee shall be composed of five members of the Association who are not officers.

1. Term. Members of the Nominating Committee shall serve for one year.
2. Duties. The Nominating Committee shall nominate candidates for officers and directors and shall secure the written consent of each nominee to serve if elected. Nominees for officers shall be chosen from the Board of Directors. Nominees for directorship shall be chosen from the voting membership of the Association.

The Nominating Committee shall report the names of the nominees at the annual meeting. Additional nominations may be made from the floor provided that the written consent of the nominee has been secured.

ARTICLE VII (CONT'D)

Section 2. The Finance Committee shall be a Standing Committee of the Association. The Committee shall consist of at least five (5) members of the Association including the Chairman. The Treasurer shall be an ex officio member of the Committee. The Finance Committee shall have as its primary responsibility raising funds to accomplish the purposes of the Association and shall make recommendations for setting general financial policy. It shall also be responsible for the collection of annual membership dues.

Section 3. Ad hoc Committees may be appointed from time to time by the President to accomplish the specific purposes of the organization. Such committees shall have specific written charges indicating the tasks to be performed and the committees' relationship to the Board of Directors. Any member of the organization may serve on ad hoc committees. The membership and charges of such committees shall be approved by majority vote of the Board of Directors.

ARTICLE VIII: AUTHORITY, APPROVAL AND AMENDMENTS

Robert's Rules of Order (Revised) shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

Amendments to these by-laws shall be proposed by the Board of Directors or by petition to the Board by no fewer than ten percent of the persons holding membership in the Corporation at the time of presentation of the petition to the Board of Directors.

All proposed amendments must be submitted to the Board of Directors in writing at least twenty-one (21) days prior to the annual, regular or special meeting of the membership at which the proposed amendments is to be considered.

The proposed amendment shall be considered at the next annual, regular or special meeting of the membership at which time the amendment may be adopted by a majority vote of the membership present and voting.

A copy of the proposed amendment shall be sent with the notice of the meeting to all members eligible to vote at the meeting at which it will be considered.

As an alternative method to that contained in the preceding Sections, for voting upon the proposed amendment, the Board of Directors may direct by resolution that the amendment shall be voted upon by the membership by means of mail ballot. Such ballots shall be mailed to the membership entitled to vote at least ten days prior to the date selected by the Board as the final date for receipt of the membership's votes. A majority of the ballots received from the memberships by the close of business on the date set by the Board shall be sufficient to pass the amendment.

ARTICLE IX: REVIEW

A review of these By-Laws shall be undertaken every three (3) years to five (5) years by the Board of Directors or an Ad-Hoc Committee established for that purpose by the Board.