

**BYLAWS**  
**Bellefonte Historical and Cultural Association**  
*Adopted 5-2-14; amended 5-31-14*

**ARTICLE I - NAME**

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 ideals 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. Income**

All funds collected by the Corporation shall be used only to carry out the stated purpose of the Corporation. The Corporation is not organized for profit, and no part of the net earnings or income of the Corporation shall inure to the benefit of any individual or contributing member. A financial review by a financial professional shall be conducted at least every three (3) years.

**Section 3. Dissolution of the Corporation**

Upon the dissolution of the Corporation, the Executive Committee shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the

purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for art, cultural, or historical purposes in Centre County as shall at the time qualify as an exempt organization or organizations under section 501 c(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Centre County, or the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE III - MEMBERSHIP**

### **Section 1. Refusal of membership**

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, sexual orientation, gender identity or expression, race, color, ancestry, national origin, religion, pregnancy, marital or familial status, disability or handicap, presence of a service animal, or political affiliation.

### **Section 2. Dues**

Individuals who pay the \$10.00 annual membership dues shall be members of the Corporation. Membership dues shall be considered as part of the Corporation's total income for the fiscal year.

### **Section 3. Period of membership**

Membership shall extend for a one-year period, renewable annually, with annual dues payable by June 30.

### **Section 4. Conflict of Interest Policy**

These bylaws shall incorporate by reference the Financial Conflict of Interest Policy adopted by the Corporation at its meeting of March 21, 2014. Members with a potential financial conflict of interest must receive a copy of this policy, read, understand, and agree via signature affirmation to it.

## **ARTICLE IV - GENERAL MEMBERSHIP MEETINGS**

### **Section 1. Frequency**

General meetings of the Corporation will typically occur monthly, except during the summer months, at a date and time chosen at the previous meeting. Other general meetings may be scheduled by the President if the need arises. He or she should allow a reasonable length of time for notice to members.

### **Section 2. Voting**

Meetings of the Corporation shall be open to all interested persons, but voting shall be limited to members.

### **Section 3. Quorum**

Ten percent (10%) of the voting membership, as defined in Article III, Section 2, shall constitute a quorum for the conduct of business at general meetings.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall be composed of not less than seven nor more than fifteen individuals. The Officers of the Corporation (the Executive Committee) shall be members of the Board of Directors.

### **Section 2. Election**

Directors shall be elected at the Annual Corporation Meeting to serve for a term of two years. Approximately one half of the authorized number of Directors, other than the Executive Committee, 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**

Vacancies in directorships may be filled by the Board of Directors from recommendations by the Nominating Committee (Article X, Section 1).

### **Section 4. Meetings of the Board of Directors**

The Board of Directors shall regularly meet twice a year, in March and September, the latter to precede the Annual Corporation Meeting.

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

Corporation members may attend but only Directors can vote at Regular or Special Board meetings.

### **Section 5. Quorum of the Board**

One-half of the members of the Board shall constitute a quorum for the transaction of business.

### **Section 6. Meetings and Responsibilities**

At its meetings, the Board will hear reports on past and future programming activities of the Corporation and will offer counsel. It will review financial transactions as well as review and approve the annual budget of the Corporation. It will approve the agenda for

the Annual Corporation Meeting. The Board has ultimate responsibility for actions of the Corporation.

### **Section 7. Director Liability**

A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action provided, however, that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by Section 512 of the Nonprofit Law of 1988 or any successor statute.

### **Section 8. Conflict of Interest Policy**

These bylaws shall incorporate by reference the Financial Conflict of Interest Policy adopted by the Corporation at its meeting of March 21, 2014. Members of the Board of Directors, on an annual basis, must receive a copy of this policy, read, understand, and agree via signature affirmation to it.

## **ARTICLE VI – THE ANNUAL CORPORATION MEETING**

There shall be an Annual Corporation Meeting held in October at a time and place chosen by the President. The main purposes of the meeting are election of Board Members, election of Officers, and presentation of reports by the Board. All Corporation members and Board members should be given fourteen days notice of the Annual Meeting. Corporation members will vote in the election of Board members and in the election of Officers.

## **ARTICLE VII – RULES OF ORDER AT ALL MEETINGS**

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

## **ARTICLE VIII - OFFICERS**

The officers of the organization shall be a President, Vice-President, Treasurer, and Secretary.

### **Section 1. Election of Officers**

All officers shall be elected from the membership at the Annual Corporation Meeting, to serve for a term of one year or until their successors are elected. They shall take office at the end of the annual meeting of the year of their election.

No person shall be elected to the same office for more than four (4) consecutive years. If any of the offices becomes vacant for any reason, the office shall be filled by an election at the next general membership meeting.

### **Section 2. Duties of the Officers**

President. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall be a voting member of all committees except the

Nominating Committee. The President, with the approval of the Board of Directors, shall appoint the chairpersons and members of all committees.

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.

Treasurer. The Treasurer, under the authority of the Board of Directors, shall be responsible for the custody of all funds of the Corporation 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 Corporation 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 and at the general membership meetings. Expenditures of the Corporation exceeding \$1000.00 shall be approved by the Executive Committee.

Secretary. The Secretary shall be responsible for seeing that a record is kept of all meetings of the Corporation 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 Corporation is conducted and shall give notice of meetings of the membership and of the Board of Directors. The Secretary shall maintain a database of names and addresses of the membership and Board of Directors and of committee memberships.

## **ARTICLE IX – INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Sections 513 of the Association Code and 5741 of the Nonprofit Corporation Law of 1988), each Director or Officer (including each former Director or Officer) of the Corporation who was or is made a party to or a witness in or is threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Indemnification shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification was not performed in good faith and in a manner the potential indemnities reasonably believed to be in, or not opposed to, the best interests of the Corporation, as described by Section 5741 of the Nonprofit Corporation Law of 1988 or any successor statute as in effect at the time of such alleged action or failure to take action.

## **ARTICLE X -- COMMITTEES**

The Corporation 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. 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 Corporation when deemed desirable for accomplishing the purposes of the organization.

### **Section 1. Executive Committee**

The officers constitute the Executive Committee. The President may schedule meetings of the Executive Committee to discuss issues in more depth than at general membership meetings or when urgent action is needed between general membership meetings. Decisions reached by the Executive Committee are subject to review by the Board of Directors.

### **Section 2. Nominating Committee**

The Nominating Committee shall be a Standing Committee of the Corporation. The Committee shall be composed of not less than three members of the Corporation who are not Officers. Additionally, the Committee must consist of an odd number of members. Members of the Nominating Committee shall serve for one year.

The Nominating Committee shall nominate candidates for Officers and Directors and shall secure the written consent of each nominee to serve if elected. The Committee shall report the names of the nominees at the Annual Corporation Meeting. Additional nominations may be made from the floor provided that the consent of the nominee has been secured.

### **Section 3. Finance Committee**

The Finance Committee shall be a Standing Committee of the Corporation. The Committee shall consist of at least three (3) members of the Corporation including the President. The Treasurer shall be an *ex officio* member of the Committee. It shall be responsible for the collection of annual membership dues.

### **Section 4. Ad hoc Committees**

*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 Corporation. Any member of the organization or other interested person may serve on *ad hoc* committees. The membership and charges of such committees shall be approved by majority vote at a regular meeting.

## **ARTICLE XI - AMENDMENTS TO BYLAWS**

Amendments to these By-Laws may be proposed by the Board of Directors, by the Bylaws Review Committee that is appointed every three to five years by the President (see ARTICLE XII: REVIEW), 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.

## **Section 1. General Process for Amending Bylaws**

All proposed amendments must be submitted to the Board of Directors and to the Corporation membership, in writing. The Board must act on the proposal within 2 weeks of receipt. A Special Meeting of the Board of Directors may be required. If approved, the amendments as proposed by the Board of Directors shall be presented to each member of the Corporation by email. The amendments will be presented for consideration and amendment at the next General Membership Meeting or Special General Membership meeting that occurs at least twenty-one (21) days after the distribution to the Corporation membership.

## **Section 2. Alternative Process for Amending Bylaws**

The Board of Directors may offer an alternative to in-person voting for purposes of voting on amendments to the bylaws. If allowed, mail-in-ballots shall be mailed or e-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. If voting is by mail-in ballot, no changes to the proposed by-law amendment(s) may be made. Members shall return their ballots via the US Postal Service to be received by the deadline indicated in the Board Resolution.

## **Section 3. Super-Majority Vote**

Except as otherwise required by the Nonprofit Corporation Law of 1988, any amendment to these By-Laws must be ratified by a two-thirds vote of the members at the meeting or by ballots received under the alternative method for voting for the proposed amendment as allowed in these bylaws.

Any amendments that are not approved by the Membership will be returned to the submitter.

## **ARTICLE XII: 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.

## **ARTICLE XIII: EFFECTIVE DATE**

These Bylaws shall go into effect on the date of passage by the Corporation.

*Adopted 5-2-14; amended 5-31-14*