

BY-LAWS OF THE LEBANON COUNTY HISTORICAL SOCIETY
Effective _____, 2025

Article I Corporate Name

The Corporation shall be called the Lebanon County Historical Society, hereinafter called the Society.

Article II Office

The principal office of the Society shall be located at 924 Cumberland Street, Lebanon, PA 17042, or such other places as the Board, as defined below, determines.

Article III Purposes/Mission

The mission of the Society shall be to collect, exhibit, interpret, preserve, and publish the history of Lebanon County. The Society shall accomplish this through its museums, libraries, archives, publications, programs, and historic sites. The Society shall hold its collections in trust for the community and recognizes its responsibility to advocate and inform the public about the history of Lebanon County and make its holdings reasonably accessible to the public.

Article IV Fiscal Year

The fiscal year of the Society shall commence on January 1 and end on the following December 31.

Article V Members

A. Membership

1. Membership shall be open to individuals and families interested in the mission of the Society, or any other category of Membership authorized by the Board of Directors, and are hereafter referred to as "Members". Each Member shall have the right to attend and vote at any properly called meeting of the Membership and to hold office. A dues-paying Member is entitled to one vote and to all privileges of Membership as established by the Board. In the case of a family, partnership, corporate and/or group Membership, the family, partnership, corporation and/or

group shall have one vote. No category of Membership shall have more than one vote.

2. Annual dues shall be paid in accordance with a schedule of fees set by the Executive Committee and approved by the Board. Life Members shall not be affected by this provision.
3. Members, not including Life Members, failing, after two notices, to pay the annual dues shall be removed from the Membership. Membership dues for the Society are due and payable as renewals when renewal date appears on the newsletter label. Membership dues shall be paid in full to vote at any meeting.
4. As of the adoption of these By-Laws, the Society had a limited number of Life Members that are exempt from paying annual dues. While the existing Life Members may retain Life Membership without payment of dues, no new Life Members may be admitted to the Society.
5. It shall be the duty of each Member to keep his/her/its address current with the Society. Each Member shall have an affirmative responsibility to notify the Society of any change in address.

B. Meetings of the Membership – Conduct of Meetings

1. Notice of annual meetings of the Membership shall be provided by issuance of a bulk mailing to the Membership, at the last known address of the Members, at least twenty (20) days prior to the meeting.
2. The Board, as defined below, and/or the President at any meeting of the Membership shall have the right and authority to prescribe such rules, regulations and procedures as are appropriate for the proper conduct of the meeting. Whether adopted by the Board or prescribed by the President of the meeting, such rules, regulations and procedures may include, without limitation:
 - a. The setting of the business for the meeting, the agenda or order of the meeting.
 - b. Rules and procedures for maintaining order at the meeting and the safety of those present.
 - c. Limitations on attendance to Members of record.

- d. Limitations and restrictions as to the topics to be addressed at the Meeting. Limitations may include the time allotted to any issue, including for questions or comments by the Members.
 - e. Meetings of the Membership shall be held as stated and defined in Article V, Section B, of these Bylaws and shall not be governed by any other procedural rules outside of these Bylaws, including “parliamentary procedure”.
3. One annual meeting (“Annual Meeting”) of the Society shall be held on a date to be determined by the Board of Directors, or at such time as President shall determine. To the extent practical, the date of the annual Meeting shall consider the availability of year-end financial information. At the Annual Meeting, the Board of Directors shall present an annual written report to the Members that includes:
- a. The assets and liabilities, including trust funds, of the Society as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report.
 - c. The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society.
 - d. The expenses or disbursements of the Society, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society.
 - e. The number of members of the Society as of the date of the report, together with a statement of the increase or decrease in their number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

The annual report of the Board of Directors shall be filed with the minutes of the Annual Membership Meeting.

4. Annual Meetings shall include elections and other measures which require the Membership to vote. The elections shall be by ballot or voice vote as the Board may decide. Nominees for the Board positions with expiring terms shall be elected at the Annual Meeting.
5. Special Meetings of the Society may be called by the President or at the written request of ten percent (10%) of the Membership, representing ten percent (10%) of the authorized vote. Notice of such meetings, and the stated purpose for such meetings, shall be given to the Membership in writing, by first class mail, facsimile or electronic transmission no less than five days in advance.
6. At a duly-noticed Annual Meeting or Special Meeting of the Membership, the Members who appear shall conclusively constitute a quorum for the transaction of business.

Article VI Board of Directors

- A. The Board of Directors, herein called the “Board”, is the governing body of the Society and has overall responsibility and authority for its governance, financial viability and strategic long-range planning and direction. The Board shall have unlimited power to engage in any lawful act concerning any and all lawful activity for which nonprofit corporations may be incorporated under the Nonprofit Corporations Law of 1988, as amended, under the provisions of which the Society is incorporated, except that the following actions shall be determined by use of a mailed ballot vote of Membership in which a supermajority of two-thirds of Members entitled to vote approve the action:
 1. The sale of any real property owned by the Society.
 2. The winding up and/or dissolution of the Society.
- B. Board Members shall be persons of at least 18 years of age shall be elected by the Members at the Annual Meeting. They shall have such authority and shall perform such duties as are provided by the Bylaws. Nominations for candidates to serve on the Board shall be made by the Board Development Committee, pursuant to Article VII(C) of these Bylaws.

- C. The Board shall consist of a minimum of seven and a maximum of fifteen elected members. Every elected Board Member shall be a Member of the Society. The Board shall select Society leadership to include a President (who shall also serve as Chairman of the Board), Vice-President, Treasurer, Secretary and other positions as the Board may determine. The business and affairs of the Society shall be managed by the Board with recommendations from the Executive Committee.
- D. Regular Meetings of the Board shall occur at least six times per year at such times and places as it shall designate, and a record of the proceedings shall be kept.
- E. Special meetings of the Board may be called by the President, or when requested by three or more Board Members.
- F. Written, electronic mail or oral notice of regular meetings of the Board shall be given to each Board Member at least seven days prior to the day named for the meeting.
- G. A quorum for normal business transactions shall consist of a majority of the Board Members. Provided a quorum is present, the acts of a majority of Board Members present to vote at Board meetings shall be the acts of the Board.
- H. Each Board Member shall be elected for a three-year term. Positions on the Board of Directors shall be staggered, such that approximately one-third of the Directors shall be elected each year.
- I. One or more Board Members may participate in a meeting of the Board or a Committee of the Board by means of the conference telephone or similar communications equipment. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting with the condition that all conversations and presentations can be clearly heard by all participants.
- J. A majority of the Board Members present at a Board meeting may remove a Director and declare his/her position vacant when:
 - 1. Unless excused, is absent from two or more regularly scheduled Board meetings during any calendar year; or
 - 2. The Board member fails to fulfill his/her duties in a professional manner or whose conduct is determined by the Board to be detrimental to the functioning of the Board or the Society.

- K. Any Board Member is authorized to receive reimbursement from the Society for actual expenses incurred when authorized by the Board.
- L. No Board Member can become a paid employee of the Society while serving as a Board Member. No Board Member shall receive compensation merely for acting as a Board Member or attending an Executive Committee or Board meeting or Society function.

Unexpired terms on the Board may be filled with the recommendations of the Board Development Committee and approved by the Board. A Board Member who is appointed under these circumstances shall continue as a Board Member for a term that completes the three-year term of the Board Member being replaced.

Article VII Officers

1. The President. The President of the Society shall be the Chief Executive Officer of the Society and shall have general supervision over the activities and operations of the Society, subject, however, to the control of the Board. The President shall execute any and all contracts and other documents approved by the Executive Committee or the Board of Directors, as well as other documents required to carry out his or her responsibilities. The President may also authorize, in writing, other Officers to sign any such documents. The President shall perform all other duties typically incident to the office of President, and such other duties as from time to time may be assigned to him by the Board.
2. The Vice-President. The Vice-President of the Society shall perform the duties of the President in his/her absence and such other duties as may from time to time be assigned to them by the Board, the Executive Committee or the President. The Vice-President shall chair meetings of the Executive Committee or the Board in the absence of the President.
3. The Secretary. The Secretary of the Society shall attend all meetings of the Board and the Executive Committee and shall record all the votes of the Directors and the minutes of the meetings of the Board in a book, books or other repository (including electronically) to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Society as required by law; shall be the custodian of the seal of the Society; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him by the Board, the Executive Committee or the President.

4. The Treasurer. The Treasurer of the Society shall have or provide for the custody of the funds and other property of the Society and shall keep a separate bank account of accounts for that purpose; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Society; shall deposit all funds in his custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing his or her transactions as Treasurer as may from time-to-time be assigned to him by the Board, the Executive Committee or the President.
5. All payments by check issued on behalf of the Society must be signed by two (2) Officers of the Society.

The Board of Directors may, from time-to-time, designate such additional Officers as it deems necessary. Any such designation shall include a description of the duties of such Officer.

Article VIII Committees

- A. The President, after consultation with the Board, shall appoint persons to chair and serve on all committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.
- B. The Executive Committee of the Board shall consist of the President, Vice President, Secretary, Treasurer of the Board and one additional Director elected by the Board.
 1. The President of the Board shall also preside at Executive Committee Meetings. The President shall be an ex-officio member of all committees.
 2. The Vice-President shall act as the President in the latter's absence or incapacity and shall perform such duties as may be required.
 3. The Executive Committee shall identify various matters for consideration by the Board for action. It shall be the duty of the Executive Committee to manage and steer policies of the Board, as well as oversee the governance of the Society. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take necessary actions, subject to any prior limitation set by the Board. The minutes of the Executive Committee shall

include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board at the next scheduled Board Meeting.

4. The Executive Committee shall meet monthly, as needed, and at the call of the President or three Members of the Executive Committee.
- C. The Finance Committee shall be chaired by the Treasurer of the Society. It shall be responsible to meet periodically, in the discretion of the Treasurer (subject to the review of the Executive Committee) to establish a budget, manage the finances of the Society, approve payment of bills, engage vendors and such other duties as customarily managed by a non-profit Finance Committee.
 - D. The Archival and Museum Committee shall be responsible for the management, care and acquisition of the historical records, archives, and collection of the Society.
 - E. The Friends of the Union Canal Tunnel Committee (“UTCP”) shall be responsible for managing and overseeing the Union Canal Tunnel Park and all activities therein. Donations designated for the benefit of the UTCP shall be restricted funds of the Society that may be used only for the use and benefit of the Canal Park.
 - F. The President, in consultation with the Executive Committee, may establish such additional Standing Committees as the President determines are appropriate for the conduct of the business of Society. Each Standing Committee shall include at least one Board Member and may include persons who are not Board Members. Members of the Standing Committee shall be appointed by the Board.
 - G. The President may establish such Special Committees as deemed necessary for the functioning of the Society. Each such committee shall be given a specific charge and terms. No Special Committee shall have a term extending beyond one (1) year unless reappointed. The members of Special Committees shall be named by the President.
 - H. All Committees, including the Members of those Committees, will exist at the pleasure of the Board and must abide by all the rules and regulations as issued by the Board and the Bylaws of the Society.

- I. All Committees are required to participate in the budget process by submitting expected revenue and expenditures in such detail as may be requested by the Treasurer. Committees do not have the authority to enter into contracts or apply for grants without the approval of the Board or the Executive Committee.
- J. Committee fundraising activities must be approved by the Board or the Executive Committee. A written report of the results of all fundraising (including revenue and expenses) shall be submitted by the Committee to the authorizing body.

Article IX Indemnification

The Board shall indemnify its Members, Officers, Board Members and Members of the Executive Committee to the fullest extent permitted, and in the manner provided under the provision of the Nonprofit Corporation Law as amended, 15 Pa.C.S.A. §§5741-5750.

Article X Resignations, Suspensions and Expulsions, and Vacancies

- A. Any Board Member may resign by giving written notice to the President or the Secretary. Such resignation may take effect immediately or at a later time specified in the written notice.
- B. Any Member guilty of misconduct on due proof presented to the Society may be suspended or expelled by a vote of two thirds of the Members present at any stated meeting, provided such person shall have been notified and given the opportunity to be heard in defense.

Article XI Books and Records

The Society shall keep an original and duplicate record of the proceedings of the Board and the original and a copy of its Bylaws, including all amendments thereto to date, certified by the secretary of the Society, and an original and duplicate Society register giving the names of the Members, and showing their respective addresses. The Society shall also keep appropriate, complete and accurate books or records of account, which shall be reviewed each year by the Society's outside accountant. The records provided for herein shall be kept at the registered office of the Society. Such records may be maintained in electronic form.

Article XII Amendments

These Bylaws may be amended by the approval of the Membership on the combined recommendation of the Board and Executive Committee at any regular or special meeting of the General Membership of the Society duly convened after notice for that purpose.

Article XIII Miscellaneous

Policies All current policies of the Society shall continue under these amended Bylaws, unless in conflict with these Bylaws.