

# **BRADFORD COUNTY HISTORICAL SOCIETY**

## **By-Laws**

### **Proposed Revisions October 2016**

The name of the association shall be the Bradford County Historical Society, incorporated in 1875.

## **OBJECTIVE**

The objective of the Society shall be (1) to record and preserve the history of Bradford County by means of documents, publications, tapes, photographs, artifacts, models and samplings of natural resources; (2) to interpret the effect of regional, state, national and world events on the county; (3) to make the record available to the general public; (4) to stimulate the interest of local people in the history of the county.

## **ARTICLE I**

### **Membership**

Section I. Any person may become a member of the Bradford County Historical Society by paying such dues as the Board of Trustees shall from time to time fix. Membership classifications shall be established by the Board of Trustees as needed.

## **ARTICLE II**

### **Meetings**

Section 1. The Society shall have one full membership meeting of the Corporation a year at which election of trustees shall be held; it is referred to as the annual meeting. Special meetings of the full membership may be called by the Board of Trustees. Full membership shall be construed to include all categories of membership.

Section 2. The Society's Board of Trustees shall have periodic and special meetings as specified in Article III.

## **ARTICLE III**

### **Board of Trustees**

Section 1. The government of the Society shall be vested in a Board of Trustees comprised of up to 13 members of the Society to be elected at the annual meeting. Three years beginning

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January 1 following the election constitutes a full term; members may be elected to serve out partial terms created by vacancies. Any board members who miss four consecutive meetings shall report to the Board the reason for being absent. The Board may ask for that member's resignation if the absence is considered unwarranted. [See Section 8 for other reasons for removal of a board member.] This office would then be filled according to Article III, Section 4.

In the event of a vacancy created by a board member being unable to fulfill a term, the Nominating Committee shall make recommendations to the Board of Trustees at any regular or special meeting of the Board of Trustees. The Board of Trustees would vote to fill that seat. The elected Trustee would join the Board at the following regular meeting. The term would coincide with that of the seat filled.

- Section 2      The Board of Trustees shall have power
- (1) to make rules and regulations and alter the same at their discretion;
  - (2) to make leases and other contracts;
  - (3) to recommend to the Board of County Commissioners the employment of such persons as may be necessary or desirable to carry out the business of the Corporation and prescribe their duties subject to the provisions of these By-Laws;
  - (4) to prepare and adopt annual budgets of expenditures and revenue;
  - (5) to perform other such acts as they deem necessary or desirable for the welfare and purposes of the Corporation.
- Section 3.      Trustees whose terms expire at the end of the calendar year are eligible for re-election at the annual meeting held that calendar year.
- Section 4.      In the event of a vacancy on the Board of Trustees the remaining Trustees may, after consideration of recommendations of the Membership and Nominating Committees, approve a person to fill the vacancy until the next annual meeting, at which the members shall elect a Trustee to fill the unexpired term.
- Section 5.      The Board of Trustees shall hold at least eight monthly meetings, not counting the Annual Meeting. These meetings shall be held at a date set by the Board of Trustees, generally the first Monday of the month. One more than half the current complement of Trustees constitutes a quorum at any meeting of the Board of Trustees.
- Section 6.      Special meetings of the Board of Trustees may be held at the request of the president or any five trustees, notice being given by the Recording Secretary of the time and place. A quorum of one more than half the current complement of board members must be present to conduct business.
- Section 7.      Board members who retire from the Board after serving three (3) terms, nine years, or more on the Board of Trustees shall become Trustees Emeriti and accorded all privileges of a Board member except being a voting member of the Board.
- Section 8.      A board member shall be removed for cause for any of the following:
1. A felony conviction during the board member's term of service on the Board.
  2. Soliciting, receiving or accepting any remuneration in exchange for a vote on any item under consideration by the Board or any of its committees, subcommittees or task forces if there is a Department of Investigation or Conflicts of Interest Board

determination that a Board Member had solicited, received, or accepted remuneration.

3. Intentional failure to declare a conflict of interest.
4. Substantial lack of attendance at Board, committee, subcommittee and/or task force meetings.
5. Failure to adhere to these By-Laws.
6. Any form of Board representation not authorized by the Chairperson.
7. A consistent pattern of behavior unbecoming a board member, including but not limited to: hostility, insubordination, continued lack of respect to others.

## **ARTICLE IV**

### **Officers**

Section 1. The officers of the corporation shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. They shall be elected annually at the December board meeting by the Trustees according to term and take office the following January 1.

The officers shall hold office until their successors are elected. In case of a vacancy in any office, the Nominating Committee shall make a recommendation to the Board of Trustees for a successor to fill the office until the next annual meeting.

Section 2. The President (1) shall preside at all meetings of the Corporation and of the Board of Trustees; (2) with the Recording Secretary sign all contracts on behalf of the Corporation after Board approval; (3) notify persons of their election or appointment to office; (4) name annually the chairmen and other members of standing and ad-hoc committees except the editor of THE SETTLER, who will be appointed by the Board of Trustees; (5) perform such other duties as the Corporation or Board of Trustees shall assign.

The President shall be an ex-officio non-voting member of all committees, except in the case of a tie vote.

Section 3. The Vice President shall perform the duties in the absence of the President and such other duties as shall from time to time be assigned by the President or Board of Trustees.

Section 4. The Recording Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Trustees and issue notice of all meetings of the Corporation and the Board of Trustees. The Recording Secretary with the president shall sign all contracts of the corporation and shall perform such other duties as may be required by the corporation or the Board of Trustees. The term of office shall be annual.

Section 5. The Corresponding Secretary shall be responsible for correspondence pertaining to the general business operations of the Board.

Section 6. The Treasurer (1) shall receive all monies collected for the use of the Corporation and disburse the same by check upon the approval of the Board of Trustees; (2) oversee the

books of the Corporation and submit them for annual auditing; (3) maintain accounts of special funds, contributions, bequests, and such other special accounts, as may be necessary or desirable and (4) prepare a report showing the financial condition of the Corporation and present it at each meeting of the Board of Trustees.

## **ARTICLE V**

### **Committees**

The Board of Trustees has authority to appoint committees as needed to conduct the business of the Society.

## **ARTICLE VI**

### **Employees**

Section 1. The active management of the Museum and Research Library shall be performed by the employees selected by the Board of Trustees and approved by the Board of County Commissioners, which county board shall determine the compensation after consideration of a recommendation by the Board of Trustees. The employees report functionally to the Board of Trustees.

## **ARTICLE VII**

### **Editor of THE SETTLER**

Section 1. The editor of THE SETTLER, the quarterly publication of the Corporation, shall be elected at the September board meeting and announced at the annual meeting of the membership. The duties of the editor of THE SETTLER are to work with THE SETTLER Committee in the selection of material submitted for publication, arrange the same and make contact for additional subject matter pertinent to the history of Bradford County.

## **ARTICLE VIII**

### **Election**

Section 1. The Board of Trustees shall be elected by the members of the Corporation at the annual meeting.

Section 2. The slate of officers shall be presented at the November board meeting. The officers of the corporation shall be elected by the Board of Trustees at the December meeting.

Section 3. The Nominating Committee shall make nominations of at least one person for each of the offices to be filled at such election and shall forward such nominations to the Secretary on or before the first day of November.

Section 4. Members of the Board of Trustees shall vote by ballot, if the President shall so direct. Nominations may be made from the Board of Trustees in writing at least one week prior to the December meeting.

## **ARTICLE IX**

### **Property**

Section 1. No member shall have any property rights to the assets of the Corporation.

## **ARTICLE X**

### **Endowment Fund**

Section 1. There shall be an Endowment Fund maintained by the Treasurer, the principal of the fund to be invested in an asset-bearing account(s). The income from the fund may be used for Society expenses but the principal must remain invested. The principal shall be derived from such other sources as the Board of Trustees may from time to time designate, unless otherwise specified.

## **ARTICLE XI**

### **Amendments**

Section 1. Amendments to these By-Laws may be made at any regular meeting by the Board of Trustees. The general membership will receive a minimum of two weeks' notice prior to the annual meeting of the change(s) proposed for consideration.

## **ARTICLE XII**

### **Dissolution Clause**

Section 1. Upon dissolution of the Bradford County Historical Society, Towanda, Pennsylvania, the Board of Trustees shall after paying or making provision for payment of all of the liabilities of this organization, dispose of all assets of the organization exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization under Section 501 c 3 of the Internal Revenue Code of 1954 as the Board of Trustees shall determine and as approved by a Justice of the Supreme Court. Any of such assets not disposed of shall be disposed of by the Court, having jurisdiction thereof in the County in which the principal office of the organization is then located exclusively for such purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

## ARTICLE XIII

### Disposition of Time Capsule

- Section 1. The purpose of the time capsule is to house a collection of artifacts and memorabilia related to life in and around Bradford County. It is designed to be opened and resealed every 100 years with new additions made at those 100-year intervals. It is the responsibility of the Board of Trustees to safeguard the time capsule against unauthorized intrusion between the 100-year anniversary dates of the time capsule's official opening and closing.
- Section 2. It is the obligation of the Board of Trustees of the Bradford County Historical Society at their first organizational meeting in the 100<sup>th</sup> year of the time capsule's anniversary to appoint a group of people within the Bradford County Historical Society to collect artifact and memorabilia relating to the previous 100 years.
- Section 3. After the first day of December in the anniversary year, the time capsule shall be opened and the contents revealed in the presence of a 3/4 majority of the Board of Trustees. The contents of the time capsule shall then be put on public display. If during the time period when the contents are on display, it is determined by logical reasoning a 3/4 majority of the Board of Trustees and experts in a given field of science or humanities that an artifact is deteriorating to point of possible contamination or the remaining contents of the time capsule, the artifact can be replaced with one selected by the time Capsule Committee. Furthermore, if an artifact is acknowledged to be something that would benefit mankind, a part or portion of that artifact may be withdrawn from the time capsule holdings and used accordingly. On the last day of December in the anniversary year the contents of the time capsule shall be reloaded along with new artifacts and memorabilia and the capsule resealed for another 100 years.
- Section 4. It is the responsibility of the Board of Trustees to inspect the physical integrity of the time capsule and make repairs as needed during the time period that the capsule is open (1 December of the anniversary year). If or when the time capsule is no longer useable, because of a deteriorating state, it is the desire of the Board of Trustees that a new time capsule be constructed and installed in the cavity where the original time capsule was fitted and the process outlined above perpetuated.

*Proposed By-Law changes 2016, proofread and amended by Rita Carey, member of the Board of Trustees.*