

## BYLAWS OF FRIENDS OF OLD ANNVILLE

### ARTICLE I. NAME

The name of this organization shall be Friends of Old Annville.

### ARTICLE II. PURPOSE

The purpose of this historical society shall be to develop within the local community an appreciation of and an active interest in the historical heritage of the town of Annville, Pennsylvania. The society's function shall be to actively encourage and/or to directly undertake the restoration, preservation, and marking of historically important buildings, sites, and landmarks as well as to collect and to provide for the preservation and accessibility of historical records, pictures and photographs, relevant printed material, and authentic material objects illustrative of life, conditions, and activities of the past and present. The society shall encourage interest in Annville's past by disseminating historical information. ~~by sponsoring addresses, films, slide shows, lectures, and house tours, by publicly displaying historical materials, and by providing books on historical preservation to the community library.~~ The society will cooperate with the state and county historical societies to collect and preserve materials of significance. ~~so that these materials can be made available to students and scholars.~~

### ARTICLE III. MEMBERSHIP AND DUES

Section 1. Membership shall be of ~~six~~ [eight] classes:

- a. Individual [and Student] members - Any person [or full-time student] interested in the purposes of the society shall be eligible to become a voting member.
- b. Family members - Any family unit of two or more persons interested in the purposes of the society shall be eligible for a single-family membership. The heads (2) of each family unit shall each be entitled to vote.
- c. Business members - Any business, organization, board, school, or library interested in the history of Annville shall be eligible. Each group shall be entitled to one vote.
- d. ~~Student members - Any full time student interested in the history of Annville shall be eligible to become a voting member. <<See a above>>.~~
- [d.]. Friends, [Benefactors or Founders] - A person [or persons], ~~group, or firm~~ offering special support to the objectives of the society shall be eligible [to vote].
- [e.]. Honorary members - Honorary members shall be elected by a three-fourths vote of members present at a business meeting upon nomination by the Board of Directors.

Section 2. Dues

Annual dues for each class listed in Section 1 shall be determined by a majority vote of the Board of Directors.

Section 3. Payment of Dues

Annual dues shall be payable at any time of the year prior to the expiration date noted on the member's address plate on the LANDMARK. Members in arrears more than ~~twelve~~ [six] months after payment is due shall be dropped from the membership.

#### ARTICLE IV. OFFICERS AND GOVERNMENT

Section 1. [The society shall be governed by a Board of Directors.] The Board of Directors shall be comprised of a president, vice-president, secretary, treasurer (collectively, the "Officers"), and ~~six~~ [up to eight] members-at-large. They shall be elected by majority vote at an annual meeting for terms of two years. The terms shall be staggered so that no more than half of the ~~officers~~ [directors] will leave office at one time. The Board of Directors shall conduct all affairs of the society.

Section 2. A committee on nominations, appointed by the president, shall select the slate of candidates. Nominations may also be made by any member of the society prior to the balloting at the annual meeting.

Section 3. There shall be no term limits established for ~~officers~~ [directors].

Section 4. ~~Officers~~ [Directors] shall be elected at the annual meeting and shall begin their term January first (1st) of the following year. In the event of resignation or incapacity of any ~~officer~~ [director], except the president, the vacancy may be filled by a vote of the Board of Directors for the unexpired term of office. If any ~~officer~~ [director] fails to attend three consecutive board meetings of the Board of Directors without legitimate cause, he or she shall be removed from office and an interim replacement shall be appointed by the Board of Directors for the remainder of the term. In the case of the president, the vice-president shall complete the remainder of the term.

Section 5. A candidate for election to an ~~office~~ [the Board of Directors] shall be a member of the society.

Section 6. The president shall supervise the activities of the society within the scope provided by the constitution and bylaws. The president, or, in the absence of that officer, the vice-president shall preside at all meetings. The president shall report annually on the activities of the society. The president shall appoint the chairmen of committees not otherwise provided for and is a member ex officio of all standing committees.

Section 7. The vice-president shall assume the duties of the president in the event of the absence, incapacity, or resignation of the president.

Section 8. The secretary shall keep minutes of the meetings of the society and of the Board of Directors, and shall be responsible for correspondence.

Section 9. The treasurer shall be responsible for the safekeeping of funds and for maintaining financial records.

- a. The treasurer shall deposit all monies received with a financial institution in the name of the society.
- b. Monies shall be paid out by numbered checks signed by the treasurer ~~and~~ [and/or] the president; [check amounts \$500.00 and above shall require signatures of both the treasurer and the president.]
- c. The treasurer shall render a report at [each Board meeting and at] the annual meeting.

- d. [The treasurer shall have the authority to establish automatic payments for utilities.]
  - e. A biennial independent review of the financial records of the society shall be conducted by a [third-party approved by the Board.] ~~audit committee appointed by the president.~~
  - f. The treasurer shall be bonded.
- Section 10. The ~~six~~ members-at-large shall chair[/co-chair] the following standing committees: membership, program, newsletter, fund-raising, archives, and public relations. [Some committees may require a co-chair.]
- a. The chairman for membership shall keep a record of all members, and shall delete from the membership roll the names of those whose dues are more than ~~twelve~~ [six] months in arrears.
  - b. The chairman for program shall be responsible for the organization and presentation of programs throughout the year.
  - c. The chairman for the newsletter shall prepare the society's bi-monthly publication, THE LANDMARK.
  - d. The chairman for fund-raising shall initiate and administer fund-raising activities on behalf of the society.
  - e. The chairman for archives shall collect and provide for the preservation and accessibility of historical records, pictures and photographs, relevant printed materials, and authentic material objects illustrative of life, conditions, and activities in the Annville community in the past and present. All official records of the Board of Directors shall be deposited with the chairman for archives after they have served the current purposes of the Board.
  - f. The chairman for public relations will be responsible for handling all publicity for the society.

Section 11. All committee ~~chairmen~~ [chairpersons] may call for ad hoc committees to assist in carrying out any projects, providing the Board of Directors is informed of the committee formation. No work may be done or activity conducted on behalf of the society without the prior approval of the Board of Directors.

~~Section 12.~~

## ARTICLE V. MEETINGS

Section 1. The annual business meeting shall be held in November.

Section 2. Special meetings may be called by the president.

Section 3. The Board of Directors shall meet bi-monthly, but may hold special meetings when necessary. The president shall call all meetings of the board. A quorum of the Board of Directors is ~~six (6)~~ [seven (7)] members.

Section 4. Ten per cent of the ~~active~~ [voting] members of the society shall constitute a quorum.

## ARTICLE VI. AWARDS

The society shall present awards to encourage the restoration and renovation of

Annville structures. These awards shall include:

1. Historic Building Award - An award shall be given annually, when appropriate, for a major restoration or rehabilitation of an existing property. An engraved bronze plaque, to be affixed to the exterior of the building, shall be presented to the recipient at the annual meeting. The recipients shall be selected by the Board of Directors.
2. Property Pride Award - This award shall be presented periodically, when appropriate, for improvements to properties. These may include restoration, whole-house renovation, landscaping, etc. A small-framed award shall be presented to the recipients. A Property Pride Award committee shall be appointed to select the awardees. These selections shall be presented to the Board of Directors for approval before any notification or announcement is made.
3. [Façade Grant Awards – Façade Grant Awards shall be presented annually or at a different interval deemed appropriate by the Board of Directors. These monetary awards are intended to provide financial assistance to owners of residential and commercial properties to restore and preserve historic buildings in Annville. The number and value of the grants awarded in any given year shall be determined in the discretion of the Board of Directors. Awards shall focus on the facades of historic properties that are visible from the street and the public view].

## ARTICLE VII. AMENDMENTS

These bylaws may be amended at any regular or special meeting of the society by a two-thirds vote of the members attending, provided that written notice was given to the membership at least ten days prior to the meeting. All proposed amendments shall be submitted in writing to the Board of Directors prior to notification of the membership.

## ARTICLE VIII. LIABILITY

### Section 1. Limitation of liability.

~~An officer~~ [director] of this society shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the ~~officer~~ [director] has breached or failed to perform the duties of his office under Section 8363 of the Pennsylvania Director's Liability Act, as from time to time amended, of any successor provision, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of an ~~officer~~ [director] pursuant to any criminal statute or the liability of an ~~officer~~ [director] for payment of taxes pursuant to local, State or Federal law. This section 1 shall be applicable to any action taken or any failure to take any action on or after January 27, 1987.

### Section 2. Indemnification.

The society shall indemnify any officer [director] (or employee or agent designated by majority vote of the Board of Directors to the extent provided in such vote) who was or is party or is threatened to be made party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including action by or in the right of the society) by reason of the fact that he is or was an officer (or employee or agent) of another society, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding. [This indemnification shall extend to all affirmative defenses and compulsory counterclaims.] Officers and directors of subsidiaries of the society shall be deemed to be persons acting as an officer or director of another corporation at the request of the society.

Indemnification pursuant to this Section shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by the Court to have constituted willful misconduct or recklessness. Expenses incurred by an officer [director], employee or agent purportedly indemnified by this Section in defending a civil or criminal action, suit or proceeding may be paid by the society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the society. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 2 shall continue as to a person who has ceased to be an officer [director], employee or agent of the society and shall inure to the benefit of the heirs, executors and administrators of such person. This Section 2 shall not be effective with respect to any action, suit or proceeding commenced prior to January 27, 1987.

## ARTICLE IX. DISSOLUTION

Section 1. Dissolution shall be proposed by:

- a. The adoption by the Board of Directors of a resolution recommending that the society be dissolved voluntarily.
- b. Petition of members entitled to cast at least 25% of the votes to the Board of Directors recommending that the society be dissolved voluntarily.

Section 2. Dissolution process:

- a. The Board of Directors shall direct that the question of dissolution be submitted to a vote of the members of such society. If a majority of the voting members of the society favor dissolution, the society shall be dissolved.
- b. The Board of Directors shall have full power to wind up and settle the affairs of the society according to the stipulations of the constitution and bylaws. Upon dissolution of the society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the society, dispose of all assets of the society exclusively for the purpose of the society in such manner, or to such organization or organizations organized and operated exclusively for historical, charitable, or educational purposes as shall at that time qualify as an

exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Lebanon County, 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 X. LIMITATIONS AS A NON-PROFIT CORPORATION

No part of the net earnings of the society shall inure to the benefit of, or be distributable to, the members of the Board of Directors, ~~or other private person,~~ except that the society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherances of its stated purposes. [reimbursement for reasonable expenses incurred on behalf of the organization.]

No substantial part of the activities of the society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the society shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XI. RATIFICATION

These bylaws shall become effective when approved by a two-thirds vote of the members attending either a regular meeting of the society or a special meeting called for that purpose, at least ten days prior notice having been given in THE LANDMARK.

Revised December, 1988

Approved November 11, 1989 – Annual Meeting

Changes in Board of Directors and Membership

Revised September 1999

Approved November 18, 1999 – Annual Meeting

Changes adopted by Board of Directors

September 6, 2007

Approved November 7, 2007 – Annual Meeting