

(PASSED October 2010)

BY-LAWS OF THE DOWNINGTOWN AREA HISTORICAL SOCIETY, INC.

ARTICLE 1: INTRODUCTION AND PURPOSES

1.01. Introduction: These bylaws constitute the code of rules adopted by the Downingtown Area Historical Society Incorporated, formed and operated as a Pennsylvania non-profit Society for the regulation and management of its affairs and within the meaning of section 501(c)(3) of the Internal Revenue Code.

1.02. Purpose: The purpose of the Downingtown Area Historical Society is to acquire, by purchase, gift, loan, grant or otherwise, preserve, utilize, publish and interpret the history and artifacts of Downingtown, Pennsylvania and the Downingtown Area for the benefit of the public and to offer public programs and services related to aspects of the same, within the region encompassed by the Downingtown Area School District (Downingtown Borough, and East Brandywine, East Caln, Upper Uwchlan, Uwchlan, West Bradford, and West Pikeland Townships), plus portions of Caln, East Bradford and West Whiteland Townships). It also will have the powers as stated in its Articles of InSociety and those granted by the Nonprofit Society Law of the Commonwealth of Pennsylvania.

1.03. Character: This Society shall be non-partisan and non-sectarian, and shall wholly abstain from any political affiliation or endorsement of candidates for public office.

ARTICLE II: LOCATION

2.01. Location: The location of the registered office of this Society is 849 East Lancaster Ave., Downingtown, as stated in the Articles of the Society, filed with the Commonwealth of Pennsylvania, as amended. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Society. The Board of Directors may, from time to time, change the address of its registered office and amend its Articles or file the appropriate statements with the Department of State.

ARTICLE III: MEMBERSHIP

3.01. Definition of Membership: A member of this Society is defined as a member paying yearly dues or a person on whom membership has been conferred by the Board of Directors. Members do not hold or own shares of stock, nor are they entitled to vote. Membership in this Society is non-transferable.

3.02. Classes of Membership: The Board of Directors may establish various types and classes of memberships in the Society, as the Board may deem appropriate from time to time. Currently, the Membership Classes are: Senior (Over 65), \$15; Individual, \$20; Family, \$30; Sponsoring, \$50; Business, \$50; Supporting, \$100. 2

Student Memberships for those who are under 25 years of age and enrolled as a full-time student in an accredited, post-secondary institution are free.

3.03. Meetings: General meetings inviting the entire membership will be announced in the Society's newsletter and in other media, including the Internet, publications of general circulation in the area of Downingtown, Pennsylvania.

3.04. Annual Meeting: An annual meeting of the Board of Directors will be held each October for the purpose of hearing the report of the activities of the past year. Notice of such meeting shall be given as provided in subsection 3.03.

3.05. Special Member Meetings: Special meetings of the members may be called by either the Board of Directors or the President.

3.06. Termination of Membership: Membership will terminate in the Society on the basis of any one or more of the following events:

1. Receipt by the Board of Directors a written resignation of a member or by death
2. Failure to pay dues within 3 months of the due date
3. Conduct of a member not consistent with the purposes of the Society or contrary to the duly approved resolutions of the Board of Directors, and after written notice to such member from the Board of Directors.

3.07. Reinstatement: Reinstatement of membership due to non-payment of dues can be accomplished with payment of back dues. Reinstatement after termination for cause will be at the discretion of the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

4.01. Number and Purpose: The Society will have a Board of Directors, which will consist of not more than 10 persons, including officers of the Society. All of the business of the Society will be handled by the Board of Directors, as provided herein.

4.02. Term: The term for each director will be three years, and, effective following adoption of these By-laws, no director will thereafter serve for more than three consecutive three-year terms. Thereafter, a director will be eligible for reelection only after the passage of one year, following completion of the director's final term. Regular director terms will begin with the annual November Meeting.

4.03. Elections: The Board, effective following adoption of these Bylaws, will elect at the meeting directors from a slate of nominees submitted by the Nominating Committee at the November meeting. However, if a vacancy should occur between annual meeting of the directors, it may be filled by the Board of Directors at a regular or special meeting. Any partial terms served will not be counted toward the limitations of terms noted in section 4.02.

4.04. Regular Meetings: The Board of Directors will meet no less than nine times per year and will set its meeting schedule as it deems necessary from time to time. 3

4.05. Special Meetings: Special meetings of the Board may be called by the President, or upon the request of not less than five members of the Board.

4.06. Notice: The Recording Secretary, or that person's designate, will provide no less than seven days notice for regular Board meetings, and will provide each member advance notice of any special meetings of the Board, as may be reasonable under the circumstances, to be given in writing to each Board member by email, facsimile, hand delivery, overnight mail, and/or U. S. mail. The Secretary shall maintain a record of the date and method by which all such notes are delivered.

4.07. Quorum: One half of the total number of directors will constitute a quorum at any meeting of the Board.

4.08. Authority: The Board of Directors will have full authority to manage the business and affairs of the Society and may take all lawful action and exercise all lawful powers as may be consistent with the Society's Charter, purpose, governing statutes, and these by-laws, including but not limited to the setting of dues assessed to members and all decisions to purchase, sell, lease, accept, grant, give or otherwise deal with the property of the Society.

4.09. Committees:

a. Board Nominations. The Board Nominating committee will be appointed in October by the President and consist of at least three Directors. The Board Nominating committee will be responsible for submitting to the Board of Directors a slate of nominees for election as directors and officers of the Society at the November meeting of the Board of Directors. The Board Nominating Committee is also responsible for board orientation, education and evaluation.

b. Other: The President may establish any additional committees, as he/she deems useful from time to time. The President may designate directors and others to serve on any committee or as a committee chair.

4.10. Creation and Composition of Advisory Boards: The Board may, as its discretion, establish Advisory Boards which may include as members persons who are not members of the Board. Such Advisory Boards shall have no voting powers and shall have only such responsibilities as delegated to it by the Board or the President.

4.11. Removal: The Board of Directors may declare vacant the office of any director by affirmative vote of a majority of the full Board of Directors, if such director's conduct or interests are detrimental to the best interests of the Society, or if the ability of such director to properly serve the Society is otherwise impaired. The Board of Directors may also declare vacant the office of any director who, within sixty days after notice of election, does not accept such election by written notice to, or attendance at, a meeting of the Board of Directors. Vacancies created by hereunder may be filled by the Board of Directors at set forth in section 4.03 of the Article 2. 4

4.12. Duties of Directors: A director of the Society will stand in a fiduciary relation to the Society and will perform the duties of a director, including the duties of a member of any committee of the Board of Directors upon which such director may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Society, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Each director must be a member of the Society in good standing.

4.13. Director Emeritus: The Board of Directors may elect as a Director Emeritus any person who, in the opinion of the Board of Directors has provided extraordinary service to the Society for an extended period of time, but in no event will any individual be appointed a Director Emeritus unless such individual will have served as a director of the Society for a period of at least 10 years. A Director Emeritus will have the right but not the obligation to attend meetings of the Board of Directors and any committees thereof to which such Director Emeritus may be appointed and to advise and consult with the Board of Directors or any such committee thereof as they may request. A Director Emeritus will have no right to vote at any meeting of the Board of Directors or committees thereof. A Director Emeritus' term, upon election, will be for life.

ARTICLE V: OFFICERS

5.01. Officers: The officers of the Society will be:

President

One or more Vice President(s)

Recording Secretary

Corresponding Secretary

Treasurer

Archivist (ex-officio)

5.03. Election: The President and Vice President(s), Recording and Corresponding Secretary and Treasurer will be elected bi-annually by the Board and will serve two years. The board has the discretion to reelect any person in succeeding years.

5.04. Term: Officers' terms will begin with the November Board of Directors meeting and terminate at the same meeting of the following year.

5.04. Vacancy: A vacancy occurring in an office will be filled by the Board from its members. 5

5.05. Removal: Notwithstanding any other provision in these by-laws, any officer may be removed by a majority vote of the Board whenever in its judgment the best interests of the Society will be served by removal.

5.06. President: The President will preside at Board meetings, will be the chief executive officer of the Society, and will perform such other duties as from time to time may be assigned by the Board of Directors. The President appoints all committees and committee chairs. The President will be an *ex-officio* member of all committees except the Board Nominating Committee.

5.07. Vice President(s): One of the Vice President(s) will, in the absence of the President, perform the duties and exercise the powers of the President and will perform such other duties as may be assigned to the Vice President by the Board of Directors and/or the President. The Vice President will be an *ex-officio* member of all committees except the Board Nominating Committee.

5.08. Recording Secretary: The Recording Secretary, or the Recording Secretary's designee, will attend all meetings of the Board of Directors and will keep, or cause to be kept, accurate minutes of all meetings and will keep, or cause to be kept all membership and administrative records: will give, or cause to be given the required notice of all meetings of the Board of Directors, will keep, or cause to be kept, in safe custody the corporate seal of the Society, and affix the same to any instrument requiring it, and when so fixed, it will be attested by the signature of the Secretary or his designee.

5.09. Corresponding Secretary: The Corresponding Secretary, or the Corresponding Secretary's designee, will carry on all official correspondence for the Society.

5.10. Treasurer: The Treasurer will be the chief financial officer and is responsible for the Society's funds and securities: will keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Society, will deposit, or cause to be deposited, all moneys and other valuable effects in the name and to the credit of the Society in such depositories as will be designated by the Board of Directors, taking proper vouchers for such disbursements; will render to the President and Directors, at the regular meetings of the Board or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Society; and will have the right to affix the corporate seal to any instrument requiring it, and to attest to the same by his or her signature, and if so require by the Board of Directors will give bond in such sum and with such surety as the Board may from time to time direct.

All checks issued by the Society must have the signature of at least two officers of the Society, being the President and the Treasurer, or in the absence of one of these officers, but not both, the Vice President or the Secretary shall have the legal right to sign said checks.

5.11. Archivist: The Archivist will organize, preserve and maintain records of all the Society's historical documents, photographs, publications and artifacts, and will implement the Board of Directors' policies concerning the Society's Archival Collection. 6

ARTICLE 6: INDEMNIFICATION AND LIMITATION OF LIABILITY

6.01. Any person made or threatened to be made a party to any action or proceeding whether civil or criminal, by reason that such person is or was a director or officer of the Society, acting in a manner consistent with these by-laws and the duly approved resolutions of the Society, upon approval by a majority of the members of the Board of Directors present and voting at a regular or special meeting, may be indemnified by the Society. Such indemnification will run in favor of and to the benefit of such person's estate or personal representative.

6.02. Such indemnification will be against all judgments, fines, sums paid in settlement and reasonable expenses, including attorney's fees and costs actually necessarily incurred as a result of such action or proceeding, or any appeals thereof, to the fullest extent permitted and in the manner prescribed by the laws of the Commonwealth of Pennsylvania as from time to time amended or such other statute, act, rule, regulation or law, as may be applicable to the extent that such is not inconsistent with the laws of Pennsylvania. All sums subject to indemnification hereunder may be paid, advance or reimbursed periodically as incurred or accrued.

6.03. The provisions of 6.01 and 6.02 of the Article will be deemed a contract between the Society and each director and/or officer at all times while this Article is in effect. Any repeal or modification of such provisions or of any applicable provisions of the laws of Pennsylvania will not be deemed to affect the rights or obligations then existing as such relates to any action or proceeding theretofore or thereafter brought or threatened, based in whole or in part on any state of facts existing as of such repeal or modification. The right of indemnification as provided in this Article will not be deemed to exclude any other right, privilege reimbursement or indemnification to which any director and/or officer may now be or hereafter become entitled apart from the provisions of this Article.

6.04. Limitation of Directors' Personal Liability: No director of this Society will be personally liable for monetary damages as such for any action taken or for any failure to take any action unless

a. The director has breached or failed to perform the duties of his office as set forth in all applicable statutes (including but not limited to Provisions of ACT 145 of 1985 and 15 Pa. C. S. A., Section 8363) relating to standard of care and justifiable reliance and/or these by-laws and/or the duly approved resolutions of the Society and unless;

b. The breach or failure to perform of such duty constitutes self-dealing, willful misconduct or recklessness.

The provisions of a. and b. above will not apply to any criminal statute or to the liability of a director for the payment of taxes pursuant to local, state or federal law.

6.05. Conflict of Interest of Directors: No director or officer shall engage in any business or activity or cause or promote the Society involvement in any business or activity which will provide financial benefit to such director or officer. It is the duty of each director and officer to properly disclose any actual or potential conflict of interest to the Board; it is then the duty of the 7

Board to determine whether such conflict exists and if so, whether such director or officer may continue to participate, in whole or limited part, in the business and affairs of the Society.

ARTICLE 7: AMENDMENT

7.01. The Board of Directors may amend, revise, and/or repeal these by-laws by the affirmative vote of a majority of the full board at a regular meeting, provided that any proposed by-law change, be distributed in written form to each director not less than ten days in advance of any such board meeting.

ARTICLE 8: PARLIAMENTARY AUTHORITY

8.01. *Robert's Rules of Order Newly Revised* (copyright 1982, printed in paperback 1986) will govern the Society's parliamentary procedure when necessary.

ARTICLE 9: ADOPTION OF BY-LAWS

9.01. With the adoption of these by-laws, all terms of Board members and Officers of the Society serving under the old by-laws will be followed. All Board members and Officers serving under the old by-laws will be able to remain members of the Board or hold office in the society as if they were newly appointed, elected, etc.

9.02 It is understood that the passage of these by-laws will replace and not merely amend the previous by-laws in effect by the Society.