



BY-LAWS

Article I - NAME, OFFICE, AND PURPOSE

The name of this organization shall be the Solebury Township Historical Society, hereafter called Society. The registered office of the Society shall be at 3020 North Sугan Road, P.O. Box 525, Solebury, Pennsylvania 18963.

The purpose of the Society shall be to operate and function exclusively as a non-profit corporation and, more particularly, to foster the development and appreciation in Solebury Township and surrounding areas of its historical and cultural background by collecting and preserving historical data, documents and objects of historical interest and by collecting and preserving art and other objects of cultural interest; to promote a national interest in Solebury Township as a cultural and historical center; to prepare and publish a registry of historic buildings and places and to have this registry recognized at county, state, and national levels; to attempt to obtain designation of Historic Districts where possible; to establish and present a public historical information program; to provide historical consulting and information services; to monitor all development plans in the township to insure that they do not threaten preservation of the historical integral character of the community; to develop and provide information, as requested, to township and village governmental entities to be utilized by them for township planning and development activities; to own, hold, maintain, operate, improve, and manage any buildings or lands for the display of any items of historical or cultural interest in the township; to obtain the acquisition by lease, purchase, grant, gift, or devise of any and all property, real and personal, necessary therefore; and to investigate, analyze, report on, actively support or reject any and all situations which may directly or indirectly pertain to the good and welfare of the community.

Article II - MEMBERSHIP

1. Any person or business interested in the purposes of the Society and who pays annual dues shall be considered a member.
2. Annual membership dues are established by the board of directors of the Society.

Article III - MEETINGS

1. Meetings of the members shall be held at such place or places as may from time to time be selected.
2. The annual meeting of the Society shall be held in September or as directed by the board of directors.



3. Special meetings of the members may be called at any time by the president or the board of directors or by any member of the Society. Ten days written notice of such a special meeting, stating objectives thereof, shall be given each member at his last known address.
4. A majority of members present in good standing shall constitute a quorum for the transaction of business at any duly called meeting.
5. Every member of the Society shall be entitled to one vote.

Article IV - BOARD OF DIRECTORS

1. The business and affairs of the Society shall be managed by its board of directors, whose number shall be that as the board of directors may determine but not less than eight, who shall be members in good standing of the Society. Except as otherwise provided by this document, they shall be elected by the membership at the annual meeting of members of the Society, and half of the total number of directors in attendance shall elect the nominees at each annual meeting to serve a period of two years.
2. Each director shall be limited to a total of five two-year terms. Following that service, the member can reapply for board membership after one year.
3. In addition to the powers and authorities by these by-laws expressly conferred upon them, the board of directors may exercise all such powers of the Society and do all such lawful acts and things as are not by statute or by the articles or by these by-laws directed or required to be exercised or done by the members.
4. The meetings of the board of directors may be held at such times and at such place or places within this commonwealth, or elsewhere, as majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.
5. Written notice of every meeting of the board of directors shall be given to each director at least ten (10) days prior to the day named for the meeting.
6. Majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the director's present at a meeting at which a quorum is present, shall be the acts of the board of directors. If all the directors shall severally or collectively consent in writing or via e-mail contact to any action to be taken by the corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the board of directors.
7. The board of directors may, by resolution adopted by a majority of the whole board, delegate two or more of its number to constitute an executive committee which, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the Society.



8. The board of directors may, by resolution adopted by a majority of the whole board, establish one or more committees to carry out the direction of the board. One or more of the Society's directors shall sit on each committee. The committees may make recommendations to the board for action.

9. The entire board of directors or any individual director may be removed from office, following due process, by a majority vote of the members of the Society entitled to vote at an election of directors. In case the board or any one or more directors be so removed, new directors may be elected at the same meeting. Unless the entire board be removed, no individual director shall be removed in case the votes of a sufficient number of members are cast against the resolution for his/her removal which, if cumulatively voted at an election of the full board, would be sufficient to elect one or more directors.

10. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the board, though less than a quorum, and each person so elected shall be a director until his/her successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

11. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal government, or to a state or local government, for a public purpose.

12. All other procedures will be conducted in accordance with the last published edition of *Roberts' Rules of Order*.

ARTICLE V - OFFICERS

1. The executive officers of the Society shall be chosen by the board of directors and shall be a president, vice-president, secretary, and treasurer, and such other officers and assistant officers as the needs of the Society may require. The president, vice-president and secretary shall be residents of Solebury Township and members in good standing of the Society; the treasurer, however, may be a corporation, or a resident of Solebury Township and a member in good standing of the Society. They shall hold their offices for such terms and shall have such authority and shall perform such duties as shall from time to time be prescribed by the board. The board of directors may secure the fidelity of any or all such officers by bond or otherwise.



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2. Any officer elected or appointed by the board of directors may be removed by the board whenever in their judgment the best interests of the Society will be served thereby, following due process. **Courteous and respectable treatment towards all directors will be strongly enforced.**
3. The president shall be the chief executive officer of the Society; he/she shall preside at all meetings of the members and directors; he/she shall have general and active management of the affairs of the Society; shall see that all orders and resolutions of the board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the president, to any other officer or officers of the Society. He/she shall execute bonds, mortgages, and other documents requiring a seal, under the seal of the Society. He/she shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of president.
4. The vice-president shall act in all cases for and as the president in the latter's absence or incapacity, and shall perform such other duties as he/she may be required to do from time to time including de facto chairpersonship of all Society committees
5. The secretary shall attend all sessions of the board and all meetings of the general membership and act as clerk thereof, and record all the votes of the Society and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the board of directors when required. He/she shall give, or cause to be given, notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president.
6. The treasurer shall have custody of the Society's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society, and shall keep the moneys of the Society in a separate account to the credit of the Society. He/she shall disburse the funds of the Society as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his/her transactions as treasurer and of the financial condition of the Society.
7. If the office of any officer becomes vacant for any reason, the board of directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI - AMENDMENTS TO BY-LAWS

By-laws may be adopted, amended or repealed by the a majority vote of the members attending the annual meeting, said adoptions, amendments, or repeals to be sent to all members in good standing at least 15 calendar days prior to the annual meeting. Emergency



amendments may be recommended by the board at any time during the year with a "vote by mail" sent to all members in good standing sent with a cut-off date of not less than 20 days for votes to be returned.

ARTICLE VII - LIMITATION OF LIABILITY AND INDEMNIFICATION

1. Limitation of Liability. A 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 director has breached or failed to perform the duties of his office under Section 8363 of Title 42 of the Pennsylvania Consolidated Statutes (the Pennsylvania directors Liability Act - Act No.145 of 1986) as from time to time amended, or 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 a director pursuant to any criminal statute or the liability of a director for payment of taxes pursuant to local, State or Federal law.
2. Indemnification. The Society shall indemnify any officer or 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 a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including action by or in the right of the corporation) by reason of the fact that he is or was a director or officer (or employee or agent) of the corporation or is or was serving at the request of the corporation as a director or officer (or employee or agent) of another Society, partnership, joint venture, trust employee benefit plan or other enterprise, against expenses (including attorneys' fees) , judgements, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. 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 or indemnification is determined by a court to have constituted willful misconduct or recklessness. Expenses incurred by an officer or director (or employee or agent) purportedly indemnified by (or pursuant to) 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/she 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 a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.



3. Conflict of Interest

Should a conflict of issue be questioned, it will be reviewed on an as-needed basis; each situation to be addressed separately and initially by the executive board then proceed to entire board of directors as needed or requested. The review will outline the reason for the conflict of issue and its relationship to the Society. Legal Council may be contacted to confirm any legal ramifications.

Change below names and date

Stephanie Garomon, President

Charlotte Zanadakis, Secretary

Signatures on file

Bylaws as amended 04/2017