



Bylaws

Article I: Name and Organization

Section 1. The name of the organization shall be ***Lower Swatara Township Historic Preservation Society***.

Section 2. The principal mailing address shall be 1451 N Union Street, Middletown, PA 17057. The principal telephone number shall be 717-944-9891.

Section 3. The fiscal year of the ***Lower Swatara Township Historic Preservation Society*** shall coincide with the calendar year (January 1 through December 31).

Article II: Mission and Purposes

Section 1. The mission of the ***Lower Swatara Township Historic Preservation Society*** is to identify, educate, promote interest in, and advocate for the preservation of historic buildings, cemeteries, and landscapes in Lower Swatara Township.

Section 2. The purposes of the ***Lower Swatara Township Historic Preservation Society*** are set forth in its *Articles of Incorporation* on file with the Pennsylvania Secretary of State.

Article III: Membership

Section 1. The ***Lower Swatara Township Historic Preservation Society*** is a private membership driven organization. The ***Lower Swatara Township Historic Preservation Society*** shall be composed of active members and volunteers.

Section 2. Active members of the ***Lower Swatara Township Historic Preservation Society*** will comprise of all persons who have paid the current annual membership or lifetime dues.

Section 3. Membership categories and amount of dues shall be determined from time to time by the Board of Trustees.

Section 4. Each membership, regardless of category, is entitled to one vote.

Article IV: Board of Trustees

Section 1. The Board of Trustees (hereinafter called “the Board”) shall have the responsibility to conduct the business of the ***Lower Swatara Township Historic Preservation Society***.

Section 2. The Board shall consist of four (4) trustees who are officers (President, Vice President, Secretary, and Treasurer). Additionally, the board may add, by a majority vote, one (1) trustee position at any time for a total of five (5) board trustees.

Section 3. The Board may appoint two (2) senior advisors (who will not have voting privileges) but will advise on various projects.

Section 4. A board trustee may not hold more than one office at a time unless no candidate has come forward to fill a vacant position.

Section 5. To promote continuity, terms of the board officers will be staggered. The President and Secretary will be elected for four (4) years and the Vice President and Treasurer will be elected for three (3) years.

Section 6. The Board has the power to create and pass resolutions to conduct business by majority vote.

Section 7. A quorum is defined as a majority of the current Board.

Section 8. Any vote to pass must be agreed upon by a majority of the board members present as-long-as the quorum is met.

Section 9. Candidates for open officer positions will be voted upon by the general membership.

Section 10. If an officer or board member steps down or is asked to resign before their term has been completed, the Board may appoint an individual to fill the unexpired term of the officer or board member by a majority vote.

Section 11. Board trustees shall pass on all common property, such as informational notebooks, keys, signature authority, to the incoming trustee, once elected by majority vote of the general membership, or if resignation/termination of the position occurs.

Section 12. Any candidate for the Board must be an active member of the ***Lower Swatara Township Historic Preservation Society*** and live within the Lower Swatara Township boundaries.

Section 13. The Board shall have the authority to engage an auditor whenever a new treasurer is elected, and/or at any time, by a majority vote.

Section 14. Any Board trustee who misses a scheduled meeting twice (within a calendar year), without presenting a satisfactory excuse or who has failed to maintain paid membership shall be removed from the Board by a majority vote of the Board. Such action shall not be taken until said Board member has been notified in writing by certified mail and provided an opportunity to respond.

Section 15. The Board retains the right to deny membership or revoke any paid membership by a majority vote. The Board will provide such an individual with a certified letter including just cause of why his/her membership shall be revoked.

Section 16. Committees may be created and/or abolished by Board resolution.

Article V: Meetings

Section 1. The Board will meet a minimum of three (3) times a year. The Board may conduct additional business meetings via telephone or email, if there is a quorum. Email-conducted meetings must have discussion and a unanimous vote for passing.

Section 2. *Robert's Rules of Order* will be utilized as a guideline for meetings of the Board and membership.

Article VI: Duties of Officers

Section 1: President

The President, along with the Secretary, shall prepare Board meeting agendas and set meetings. The President shall preside at meetings of the Board and general membership. The President shall serve as representative to the business community when requesting financial support.

Section 2: Vice President

The Vice President shall perform the duties of the President in the absence, or at the request of, the President.

Section 3: Secretary

The Secretary, along with the President, shall prepare Board meeting agendas and set meetings. The Secretary shall keep an accurate record of the minutes of meetings of the Board. The Secretary shall maintain accurate membership rolls and report on membership at each Board meeting or by special request.

Section 4: Treasurer

The Treasurer shall keep complete records of accounts, always showing the actual financial condition of the **Lower Swatara Township Historic Preservation Society**. The Treasurer shall present a financial report to the Board at every meeting or by special request. The Treasurer shall make financial books and records available for inspection at reasonable times to any member of the Board. The Treasurer shall prepare and file on behalf of the **Lower Swatara Township Historic Preservation Society** its annual *Non-Profit Corporation Annual Report* (IRS-990N) and other such financial reports and returns as may be required. The Treasurer will adhere to all Federal, state, and local regulations regarding financial disclosures and filings as stipulated for 501(c)(3) organizations in the Commonwealth of Pennsylvania.

Section 5: It is required that two officers of the Board sign checks or any documents involving the disbursement of funds or contractual obligations. In the rare instance, when only one individual fills all Board officer positions, only one signature will be necessary. However, at the time additional individuals fill officer positions, any past expenditures or contractual obligations approved by one individual shall be reviewed.

Article VII: Indemnification, Hold Harmless, Conflict of Interest, and Legal Matters:

Section 1. Board trustees are hereby indemnified and held harmless for any potential personal liability for actions taken in their capacity while acting in good faith as a board trustee for the **Lower Swatara Township Historic Preservation Society**.

Section 2. Board trustees must disclose any conflict of interest prior to a vote. Board members have a fiduciary responsibility of loyalty to make decisions in the best interest of the **Lower Swatara Township Historic Preservation Society**. Failure to disclose any conflict and/or recuse oneself from a vote is grounds for termination by majority vote.

Section 3. The **Lower Swatara Township Historic Preservation Society** will not intervene on behalf of Lower Swatara Township, township residents, township businesses, or any municipal organization regarding historic legal decisions or litigation.

Article VIII: Dissolution

In the event of the dissolution of the **Lower Swatara Township Historic Preservation Society**, all assets shall be distributed to the Lower Swatara Township Board of Commissioners or to their

designee, and who are exempt from United States income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Article IX: Amendments

These Bylaws may be amended by a majority vote of the Board present at any regular or special meeting called for that purpose, with at least thirty (30) calendar-days-notice given to each trustee. Bylaws will be posted on the organization's website upon approval.

These Bylaws were approved and adopted:

_____ [date] _____
President

_____ [date] _____
Vice President

3-9-2023 [date] Susan E. Sanders
Secretary

3-9-2023 [date] Nancy A. Avilise
Treasurer

_____ [date] _____