

**AMENDED AND RESTATED BYLAWS OF  
THE WISSAHICKON VALLEY HISTORICAL SOCIETY**

These Amended and Restated Bylaws of The Wissahickon Valley Historical Society, shall be effective as of September 1, 2017 and shall entirely replace all existing Bylaws of the Society. Capitalized terms used in these Bylaws shall have the meanings set forth in the Definitions section set forth below:

**DEFINITIONS**

**Appointed Officers** shall mean those Officers of the Society who have been appointed by the Board in accordance with Section 5.5 hereof.

**Biannual Membership Meeting** shall mean the Membership Meeting to be held each Society Year pursuant to Section 3.2 hereof. The first Biannual Meeting under these Amended and Restated Bylaws shall be held in May, 2018.

**Board** shall mean the Board *of Directors* that exists at the Effective Date of these Bylaws, as described in Section 2.1 below, currently consisting of 9 persons, and hereafter such Board Members who may be appointed to the Board by Board Action or elected to the Board by Membership Action pursuant to Article 4 below.

**Board Action** shall mean any action which may lawfully be taken by the Society, which is not a Membership Action, and which is approved at a Board Meeting at which a Board Quorum is Present and Voting and which is approved by a majority of the Board Members Present and Voting.

**Board Members or Directors** shall mean those persons who are at any time members of the Board, including both the Ex Officio Board Members and the Elected Board Members.

**Board Quorum** shall mean that a majority of the Board Members shall be Present and Voting.

**Buildings** shall mean the grounds and building located at 799 West Skippack Pike, Blue Bell, PA and known as the 1895 Public School, the grounds and building located at 1701 Morris Road, Blue Bell, PA and known as the Franklinville School, and any other grounds and building which the Society may hereafter own or lease.

**Bylaws** shall mean these Amended and Restated Bylaws of the Society, as the same may hereafter be amended by Membership Action.

**Collection** shall mean those items of historical interest which at any time are either owned by the Society or on long-term loan to the Society.

**Committee** shall mean any standing or ad hoc committee which from time to time may be appointed by Board Action pursuant to Section 4.9 below.

**Curator** shall mean the person who at any time has been appointed by the Board as the Curator of the Society.

**Effective Date** shall mean September 1, 2017.

**Elected Board Members** shall mean those persons who have been elected as Board Members of the Society pursuant to Section 4.3 hereof.

**Elected Officers** shall mean the President, Vice President, Secretary and Treasurer of the Society elected in accordance with Section 5.2 hereof or appointed in accordance with Section 5.3 hereof.

**Expenditures** shall mean any expenditure of funds on behalf of the Society and which shall have been approved by Board Action (either in advance or by ratification), provided that Expenditures of either (i) regular and necessary expenditures (such as for utilities and insurance) and (ii) expenditures of less than \$300 shall not require Board Action.

**Ex Officio Board Members** shall mean those persons at any time who are the current President, Vice President, Secretary, Treasurer and Curator of the Society.

**Investments** shall mean any form of monetary investment of funds of the Society which has been approved by Board Action, which may include accounts with any financial institution and which specifically may include checking accounts, savings accounts, money market accounts, stocks, bonds and mutual funds.

**Member** shall mean any person who (i) has paid his Dues for the current Society Year, (ii) has paid his Dues for the former Society Year and is not more than 90 days delinquent in payment of Dues for the current Society Year, (iii) or to whom the Board has given a free membership for the current Society Year.

**Membership** shall mean collectively all the Members of the Society.

**Membership Action** shall mean any which may legally be taken by the Society and which requires the approval of the Members, either by Pennsylvania law or by these Bylaws, or which the Board has conditioned upon the approval of the Members, and which shall have been approved by a majority of the Members Present and Voting at a Membership Meeting.

**Membership Meeting** shall mean a meeting of the Members at which one or more Membership Actions shall be scheduled to be taken, for which Official Notice shall have been given to the Members, and at which a Membership Quorum is Present and Voting.

**Membership Quorum** shall mean 20% of the Members shall be Present and Voting.

**Museum** shall mean the Collection displays maintained from time to time by the Society at one or more of its Buildings.

**Newsletter** shall mean the official newsletter of the Society which may from time to time be published by posting on its Website.

**Off-Site Displays** shall mean any display of the Society's Collection which may occur at any other institution within the Service Area.

**Officer** shall mean any person who is an Elected Officer or an Appointed Officer of the Society.

**Official Notice** shall mean a notice to the Members (i) of the Biannual Membership Meeting or (ii) of a Membership Meeting at which a proposed Membership Action shall be considered and shall be contained in the Newsletter and placed on the Website at least 14 calendar days prior to the scheduled date of the Biannual Membership Meeting or the Membership Meeting at which the proposed Membership Action is to take place.

**Present and Voting** shall mean either that the person is physically present or has given a proxy to a person who is physically present, provided that for purposes of a Board Meeting, a Board Member may attend by electronic means so long as such person may hear the deliberations and may be heard by the Board members who are physically present.

**President** shall mean the person who either has been elected by Membership Action to serve as such Officer or, in the event of a vacancy during the Term of the President, the person who has been appointed to serve as such Officer by Board Action.

**Programs** shall mean all events of the Society, wherever held, which are open the public.

**Ratification Date** shall mean the date of the Membership Meeting at which these Bylaws are ratified in accordance with Article 8 hereof.

**Reimbursements** shall mean payment by the Society to persons who have made Expenditures from their own funds.

**Secretary** shall mean the person who either has been elected by Membership Action to serve as such Officer or, in the event of a vacancy during the Term of the Secretary, the person who has been appointed to serve as such Officer by Board Action.

**Service Area** shall mean the municipalities of Ambler Borough, Lower Gwynedd Township and Whitpain Township.

**Society** shall mean The Wissahickon Valley Historical Society, a Pennsylvania non-profit corporation.

**Society Services** shall mean the provision of such services as are typical for a local historical society, and shall include, but not be limited to, sponsoring Programs, maintaining a Collection, one or more Museums and Off-Site Displays, conducting and assisting in historical research, publishing the Newsletter and articles, providing speakers, advocating for preservation of local historical areas and properties, offering awards and scholarships, promoting awareness of local history, and participating in or co-sponsoring events respecting local history.

**Society Year** shall mean the 12 month period from September 1 of any year to August 31 of the next year, and shall be referred to by the date of the year in which its starts (e.g. Society Year 2017 began on September 1, 2017.)

**Term** shall mean a period of two (2) years for which a person is to serve either as a Board Member or an Officer of the Society. Each Term will start on September 1 of even-numbered Society Years, with the Terms of all Elected Officers and Elected Board Members elected at the first Biannual Membership Meeting under these Amended and Restated Bylaws starting on September 1, 2018.

**Treasurer** shall mean the person who either has been elected by Membership Action to serve as such Officer or, in the event of a vacancy during the Term of the Treasurer, the person who has been appointed to serve as such Officer by Board Action, and provided that the President and the Treasurer may not be the same person.

**Website** shall mean any website which is officially maintained by the Society and which as of the date of these Bylaws is [wvalleyhs.org](http://wvalleyhs.org).

## **ARTICLE 1 PURPOSE AND INTENT**

**SECTION 1.1 Purpose and Intent.** The purpose of these Bylaws is to provide for the effective operation of the Society. The intent is for the Society to operate primarily through the actions of its Board and Officers, and to provide the Members the processes for the election of Board Members and Officers and for ratification of certain major decisions of the Society as set forth in Article 3 hereof.

**Section 1.2. Amendment and Restatement.** These Bylaws amend and Restate the previous Bylaws of the Society, and all previous Bylaws shall be of no further force or effect upon the ratification of these Bylaws in accordance with Section 8.1 hereof.

## **ARTICLE 2 ACKNOWLEDGMENT AND RATIFICATION OF CURRENT STATUS**

**Section 2.1 Current Board Members and Terms.** As of the effective date of these Bylaws, the Board Members of the Society are as follows: Russ Bellavance, Joan Duxbury, Marie Goldkamp, Peg Johnston, Dottie MacDermott, Mary Lou McFarland, Pat Plumb, Emmy Simon and John Simon. As of the start of the 2018 Society Year, the Board shall consist of the Ex Officio Board Members and the Elected Board Members.

**Section 2.2 Current Elected Officers and Terms.** As of the effective date of these Bylaws, the Elected Officers of the Society are as follows:

<u>Office</u>	<u>Name</u>
President	Russ Bellavance
Vice President	Mary Lou McFarland
Treasurer	John Simon
Secretary	Vacant (Russ Bellavance acting)

The terms of the current Elected Officers shall all expire on August 31, 2018, the end of the 2017 Society Year.

**Section 2.3 Ratification of Actions.** By ratification of these Bylaws, the Members ratify acts of the Board and Officers taken between the Effective Date and the Ratification Date.

### **ARTICLE 3 MEMBERSHIP**

**Section 3.1 Membership Roll.** The Treasurer and the Vice President shall maintain a roll of those persons who are Members of the Society.

**Section 3.2 Biannual Membership Meeting.** Prior to the expiration of each Society Year, the Board shall hold the Biannual Membership Meeting, at which the Members shall vote for those Board Members and officers whose terms are expiring at the end of such Society Year and shall conduct such other business as the Board shall direct. The Board shall give the Members Official Notice of the date, time and place of the Biannual Membership Meeting.

**Section 3.3 Other Membership Meetings.** The Society shall hold other Membership Meetings as the Board shall from time to time determine, including in conjunction with most Programs. If any Membership Action is to be taken at any such Membership Meeting, then the Board must give Official Notice of the date, time, place and purpose of the Membership Meeting, including a description of the proposed Membership Action. Otherwise, no Official Notice shall be required for a Membership Meeting.

### **ARTICLE 4 THE BOARD**

**Section 4.1 Composition of the Board.** Currently, the Board shall consist of nine (9) Board Members. Commencing with the 2018 Society Year, four of the Board Members shall be Ex

*Officio* Board Members. The remaining Board Members shall be Elected Board Members who have been elected in accordance with Section 4.3 hereof. The Board may increase the number of Board Members at any time and from time to time. If any increase in the number of Board Members shall be in effect at the same time as an election, then such additional Elected Board Member shall be elected in accordance with Section 4.3 hereof. If such increase is at any other time, the Board may appoint such additional Elected Board Member, and such additional Elected Board Member position shall be subject to election at the next election of Elected Board Members.

**Section 4.2 Eligibility to Serve as a Board Member.** Any Member who is at least 21 years of age and has been a Member for at least 1 year is eligible to serve as a Board Member. There shall be no limit to the number of Terms any person may serve as a Board Member.

**Section 4.3 Election of Board Members.** At each Biannual Board Meeting the members shall elect all of the Elected Board Members. If the election shall be contested (i.e. there shall be more candidates than Elected Board Member positions) then the top vote-getters shall be elected. The Board shall determine the election process, which must permit nominations from any Member, and the Board may propose one or more candidates.

**Section 4.4 Term and Vacancies.** The Term of *an Elected* Board Member shall be Two (2) years. In the event of a vacancy on the Board for any reason, the remaining Board Members may fill such vacancy by a majority vote of the remaining Board members, and such replacement Board member shall serve out the remaining Term of the vacancy.

**Section 4.5 Removal of Board Member.** If a majority of the Board Members shall determine that a Board Member should be removed because of either inappropriate conduct or an inability or unwillingness of that Board Member to serve, then the Board may recommend to the Membership the removal of the Board Member, which shall require Membership Action.

**Section 4.6 Board Meetings.** The Board shall meet at such times and places as the President shall determine, provided that the Board must meet at least four (4) times in any Society Year. The President shall prepare the agenda for any Board Meeting, but any Board Member may raise additional agenda items at any Board Meeting. In order for the Board to take any Board Action at a Board Meeting, there must be a Board Quorum and the action must receive a majority approval of the Board Members Present and Voting.

**Section 4.7 Board Powers.** The Board is the chief decision making body of the Society and shall have the power to take any Board Action. The Board may not delegate policy decisions to the Society's Officers but the Board may delegate to the Officers such operational powers to act within such Board policies as the Board may from time to time determine.

**Section 4.8 Decisions Requiring Membership Action.** The following proposed actions of the Board shall require Membership Action approving such proposed action:

- (a) Any merger of the Society with any other corporation or association, regardless of whether the Society is to be the surviving entity;
- (b) Any acquisition (whether by lease or ownership) of any other Building;
- (c) Any disposition (including by cancellation of lease) of any Building; and
- (d) Any amendment of these Bylaws which in any way diminishes the rights of the Members.

In addition, the Board may at any time determine that any proposed Board Action be conditioned upon ratification by Membership Action.

**Section 4.9 Committees.** The Board may from time to time create Committees of the Society, and may assign such duties as the Board shall determine. Such Committees may be either standing or *ad hoc*.

**Section 4.10 Investments.** Any Board Action respecting the Society's Investments shall require the concurrence of both the President and the Treasurer.

**Section 4.11 Liability Insurance.** The Society's insurance package shall contain officers' and directors' liability insurance. In such reasonable amounts as the Board may determine.

## **ARTICLE 5 THE OFFICERS**

**Section 5.1 The Elected Officers.** The Elected Officers shall be the President, Vice President, Secretary and Treasurer who shall be elected in accordance with Section 5.2 hereof. The Term of an Elected Officer shall be two (2) years. There shall be no limits on the numbers of terms any person may serve as an Elected Officer.

**Section 5.2 Election of the Elected Officers.** The Board shall conduct an election of Elected Officers at the Biannual Membership Meeting of each odd numbered Society Year. The first such election shall be in the Biannual Membership Meeting held in Society Year 2017, with the Elected Officers to take their office at the beginning of Society Year 2018. The Board shall determine the procedure for such election, and may propose a slate of candidates. In determining the process, the Board must provide an opportunity for nominations from the floor at the Biannual Membership Meeting.

**Section 5.3 Vacancies.** In the event of a vacancy in any Elected Officer, the Board may appoint a person who shall serve out the remaining term of such Elected Officer.

**Section 5.4 Duties of Elected Officers.** The duties of the Elected Officers shall be as follows:

- a) The President shall preside at all Board Meetings and Membership Meetings, shall appoint members of such Committees as the Board may create, shall set the agenda for Board Meetings and Membership Meetings, shall be an *ex officio* member of all such Committees, shall represent the Society to the public and shall perform such

other duties as may be appropriate for the president of a Pennsylvania non-profit corporation.

- b) The Vice President shall perform the duties of the President when the President is absent or is unable to perform such duties and shall perform such other duties as the Board may from time-to-time assign. If the office of President shall become vacant, The Vice President shall serve as President until such time as the Board shall fill the vacancy pursuant to Section 5.3 or a new President shall be elected pursuant to Section 5.2.
- c) The Treasurer shall have custody of the funds and securities of the Society and shall deposit all monies and securities in such depositories as may be designated by the Board; shall disburse funds of the Society for the payment of the Society's Expenditures, taking proper vouchers for such disbursements; shall keep true and correctly itemized account of all monies so collected and disbursed; shall render to the President and the Board, whenever they require it, an account of all transactions made as Treasurer, and shall prepare an annual report and shall file annual tax returns to the Internal Revenue Service. The President and the Treasurer shall jointly monitor the Society's Investments.
- d) The Secretary shall maintain the official minutes of the Board Meetings and of any Membership Meetings at which any vote shall be taken and shall handle the Society's correspondence.

**Section 5.5 Appointed Officers.** The Board may from time to time appoint additional officers of the Society who shall have such duties as the Board may assign, and who shall serve at the pleasure of the Board. Currently, the Appointed Officers are as follows: Archivist – Emmy Simon; Curator – Peg Johnston; Director of Buildings – John Simon; and Librarians – Joan Duxbury and Sally Zeller.

## **ARTICLE 6 COMPLIANCE WITH FEDERAL LAW**

**Section 6.1 No Private Inurement.** No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, Officers, Directors, or other private persons, except that the Society shall be authorized and empowered to reimburse any such persons for expenditures made on behalf of the Society.

**Section 6.2 Political Activity.** 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 any political campaign on behalf of any candidate for public office. The foregoing shall not prevent the Society from making recommendations to any municipality within its Service Area with respect to issues of historic preservation.

**Section 6.3 Prohibited Activities.** The Society shall not carry on any other activities not permitted to be carried on

- a. by a society exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, or
- b. by a society, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE 7**

### **AMENDMENTS**

**Section 7.1 Amendments to these Bylaws.** The Board may amend these Bylaws from time to time, provided that: (i) such amendments must be published to the Membership by inclusion in the Society Newsletter and posting on the Society Website at least 30 days before the effective date of the amendment, and (ii) no such amendment shall diminish the rights of Members without having been approved by Membership Action.

## **ARTICLE 8**

### **ADOPTION AND EFFECTIVE DATE**

**Section 8.1 Adoption and Effective Date.** These Bylaws shall be adopted upon the approval of a majority of the Members Present and Voting at a Membership Meeting, which shall take place no less than 30 days after the Board shall have notified the Membership by posting a notice of the Membership Meeting and a copy of these Bylaws on the Website. Whenever these Bylaws shall be adopted, the effective date shall be retroactive to the beginning of the 2017 Society Year.