



CENTRE COUNTY HISTORICAL SOCIETY

Annual Meeting
March 13, 2022 – 2:00 PM

Welcome and Call to Order

Roger L. Williams, President, Board of Governors

Minutes of the 2021 Annual Meeting

Deb McManus, Secretary

Membership vote to accept the Minutes of the 2021 Annual Meeting

Election of Officers and Governors

Ann Hamilton Taylor, Governance Committee Chair

Membership Vote:

Board recommended slate for two-year terms:

President – Roger L. Williams

Vice President – Robert B. Hazelton

Board recommended Governor for three-year term:

Rebekah Dreese

Jacqueline R. Esposito

Ann Hamilton Taylor

Board recommended for Emeritus:

Ralph Seeley

Bylaws of the Centre County Historical Society

Membership vote to accept amended CCHS Draft Bylaws

Accepted by the CCHS Board of Governors, July 2021

Financial Report

Beverly Lipski, Treasurer

Ann Moellenbrock, Budget and Finance Committee Chair

Review of 2021 Financial Report

Review of CCHS 2022 Annual Budget

Membership vote to approve the 2022 CCHS Annual Budget

2021 CCHS in Review

Mary Sorensen, Executive Director

Meeting adjourned

Program

For the Future of our Past: Preserving and Restoring the Centre Furnace Mansion

Presented by Alan Popovich, CCHS Property Chair and Mary Sorensen, Executive Director

CENTRE FURNACE MANSION

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Minutes of the Annual Meeting of the Centre County Historical Society
Sunday, March 28, 2021

The meeting was called to order by President, Bob Hazelton, at 2:00 p.m. Due to state mandated Covid 19 protocols, the meeting was held via Zoom.

Introduction: President, Bob Hazelton, introduced himself and officially welcomed all logged-in members to the meeting. He noted the challenges CCHS faced during the pandemic shut down and expressed his gratitude for not only "surviving", but experiencing a very productive year. In conclusion, he introduced the members of the CCHS Board of Governors which included: Roger Williams, Vice President, Beverly Lipski, Treasurer, Deborah McManus, Secretary, L. Suzanne Kellerman, Ann Moellenbrock, Alan Popovich, Ford Risley, Ralph Seeley, and Shannon Wright.

CCHS Director, Mary Sorensen, explained that we have combined the annual review with the John H. Ziegler Historic Preservation Awards in prior years but are now two separate programs. She expressed that we look forward to future Annual Meetings be held in-person post-pandemic, and possibly at locations around the county.

CCHS Secretary, Deb McManus, reviewed the previous Annual Meeting and explained that Mary Sorensen provided a Director's Report outlining CCHS initiatives and endeavors.

Financial Report:

Treasurer's Report: Treasurer, Beverly Lipski, reviewed the figures in the written report sent to members via email. Due to the pandemic restrictions, fundraising opportunities were limited in 2020. Increased memberships and donations helped to cover operational expenses. A PPP Loan for \$13,000.00 was forgiven and offset payroll expenses during the Mansion closure. In-kind labor and generous donations made to a "GoFundMe" page covered the expense incurred to repair the damaged water line during the summer of 2020. For reference, detailed Income and Expense figures can be found in the Annual Financial Report.

Budget and Finance: Committee Chair, Ann Moellenbrock, reviewed the Proposed 2021 budget for member approval. She reviewed specific categories as follows:

- ê Data Input/Accounting-costs decreased from \$13,000 in 2019 to \$5000 in 2020 due to Johanna Sedgwick assuming the role accounts payable/receivable.
 - ê Administrative postage increased to cover mailings for campaigns and printed materials
 - ê Advertising decreased due to decreased in-person events
 - ê Maintenance and lawncare decreased from \$12,000 in 2019 to \$6000 in 2020 (due in part to lessened frequency of lawncare due to Mansion closure)
 - ê Programs and Fundraising were limited to on-line events and did incur significant expense
- According to the figures provided, the anticipated income for the 2021 fiscal year was estimated to be \$109,000. The estimated annual expenses for 2021 were \$122,837 leaving a deficit of \$13,000. Fundraising will need to account for approximately \$15,000 for fiscal 2021.
- Ford Risley introduced a motion to approve the 2021 Projected budget as presented by Ann Moellenbrock. Shannon Wright seconded the motion. There was no discussion. The motion was passed by the membership.

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Governance: Committee Chair, Shannon Wright, presented the 2021 slate of officers for two-year terms:

ê Vice President: Roger Williams

ê Secretary: Deborah McManus

ê Treasurer: Beverly Lipski

Ann Moellenbrock introduced a motion to accept the slate as presented. Alan Popovich seconded the motion. A vote of the membership was taken and the motion passed.

Following the vote, Bob Hazelton thanked the outgoing 2020 members of the Board of Governors:

Katie O'Toole, President

David Panko, Treasurer

Stacie Chandler

Edgar Farmer

Cathy Horner

Lee Stout

The members of the BOG unanimously granted the title of "Emeritus" to Lee Stout at the end of his last term on the board. He was recognized for his years of service and numerous contributions to the Centre County Historical Society.

Executive director, Mary Sorensen, went on to highlight 2020 in her Year in Review:

2020 started strongly following a successful 2019 Stocking Stuffer fundraising event showcasing the beauty and history of the Centre Furnace Mansion. The event netted over \$23,000 with efforts by co-coordinators Deb McManus, Cathy Horner and Becky Dreese along with staff members and numerous volunteers. This would prove to be critical going into the pandemic year which brought its share of challenges, but also brought positives and time for reflection as an organization.

Coordinated by current Board Vice President and Membership Chair, Roger Williams and past President, Katie O'Toole, our 2020 Membership and Annual Fund Campaigns were a wonderful success thanks to the amazing generosity of CCHS members and friends. At the conclusion of the 2020 membership campaign, we had 365 members including 94 Life members – well over doubling our 2019 annual membership. Special thanks to our Membership Co-chairs and committee member Claire Gray

We had a successful year during Centre Gives and were humbled by the number of donors increasing from 77 in 2018 to 93 in 2020.

2020 programming and activities were as follows:

Events—

ê January: Malcom Gladwell reception and talk fundraiser at the Centre Furnace Mansion coordinated by Katie O'Toole and Cathy Horner

ê March: *Nineteenth Century Interiors* by Richard Pencek, as part of the Old House Fair on the Road series at the Home Expo with an information booth shared by CCHS and the Bellefonte Historical and Cultural Association

ê December: Virtual Holiday Market, chaired by Deb McManus. Antiques were donated and Birthplace of Penn State baskets were created by volunteers to sell, and bouquets of greens created by CFM Gardeners.

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Henszey-Pyle Distinguished Author Talk Series—

- è February: *First Pennsylvanians: The Archaeology of Native Americans in Pennsylvania* by Curt Carr held at the Visitor Center in February.
- è September: *The Rowland Story: Beauty from Ashes* by Rebecca Inlow, virtual
- è *A Two-Newspaper Town* by R. Thomas Berner, virtual

History Talks

- è *First Night Turns 25*, by Rick Bryant
- è *Football in the Fall: 130 Years of Penn State Fan Experiences* by Lee Stout, virtual

Several of the CCHS virtual talk programs are available on the CCHS YouTube channel.

Other notables, good and not so good! —

Samplers from the 2017 CCHS exhibition about needlework samplers: *Unraveling the Treads of Time* went live on the national Sampler Archive database of American Schoolgirl Samplers.

The waterline at the Centre Furnace Mansion suffered a break and left us without water for several weeks. Glenn O. Hawbaker discounted their work to do extensive excavation and remove our brick patio and part of our walkway to complete the line. A GoFundMe page was initiated and over \$12,000 in donations were contributed to help us weather this unexpected expense. Alex's ProScape came to replace the brick patio and do lawn restoration work and donated their bill totaling over \$9000. While the landscape was in upheaval and the Mansion closed, we had a large Norway Maple tree next to the Mansion necessarily removed.

Penn State University OPP Arborists came out for what would normally have been the Day of Caring Service day to remove the large Norway Maple next to the Furnace Stack last fall.

Service group JustServe began regularly volunteering in small groups to do outdoor projects when deemed safe during times when Penn State Student Volunteer groups were not able to participate.

The Centre Furnace Mansion Garden Committee – Coordinated by Beverly Lipski and Katie Frieden, gardened steadily through last summer. A fall online curbside plant sale was held in lieu of the spring Plant Celebration and prepared greens for the curbside holiday Market. Mary said that the persistence, generosity and many donations in maintaining the Mansion's gardens is incredible and appreciated.

Spring and summer brought welcome announcements of a major \$100,000 grant award from the PHMC Keystone Construction Grant program for the Mansion Restoration Fund. Grant funding was also received from the Centre County Commissioners and Happy Valley Adventure Bureau Tourism Grant, the PHMC Cultural and Historical Support Grant, funding from Centre County Government, including Block Grant, SBA PPP – thanks to advocacy and support from Kish Bank. We also received word we would receive a \$50,000 grant from the Hamer Foundation for the Mansion Restoration Fund.

The Mansion Restoration Campaign was introduced to support Phase 1 restoration and repair activities to include replacement of the Mansion's roof and restoration of the mansion's porches. Mary expressed sincere thanks on behalf of CCHS to the granting agencies and restoration architect and CCHS Property Chair Alan Popovich, APArchitects and to Bill Marcum and Sunbelt Rental who were instrumental in the extensive and time intensive preparation, drawings and other work leading up to Phase 1 projects planned for 2021.

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Late fall also brought the crash of our Website– but thanks to the Tourism Grant and Graphics & Design, a new one was already in the process of being built and was at the ready to transition to, even though it was not quite done. As we continued to move content from our old site to the new one, Communications Chair Lee Stout and Ford Risley’s vision to create a Centre County history started to develop and was quickly integrated into the planning of this website. Ford and Lee began soliciting entries for what will become the new Centre County Encyclopedia of History and Culture. This online encyclopedia will be a part of but separate section of our new website which is scheduled to launch in the fall of 2021.

Mary emphasized that we are grateful for the extraordinary generosity from the businesses, our members and the community that helped us through 2020 and thanked all who keep the Centre County Historical Society a vital organization and help in the stewardship of the Centre Furnace Mansion and Boogersburg School.

2020 John H. Ziegler Historic Preservation Awards of the CCHS held virtually in January with co-chairs Katie O’Toole and Ford Risley. A remarkable cast of award recipients from around the county and it can be viewed on the CCHS YouTube Channel.

Mary expressed her thanks to CCHS Board members who are critical to all that we do. This is a hands-on Board who came together in 2020 to do whatever was needed to meet the challenges experienced in 2020 – including keeping our investments secure, transitioning to virtual meetings, continue providing meaningful programming, and move forward with a number of initiatives including the Mansion restoration project, website and Encyclopedia project. She also thanked Johanna Sedgwick, CCHS Marketing and Events Coordinator for her extra time on task and commitment.

Motion to adjourn: Roger Williams, second: Ann Moellenbrock, motion passed.

Bob Hazelton went on to provide a presentation about the Story of Scotia.

Respectfully Submitted,
Deborah McManus, Secretary

Centre County Historical Society

Resolutions of the Board of Governors --- *January 2021 through November 2021*

January 2021:

Motion to elect Beverly Lipski as CCHS Treasurer. Motion passed. Two BOG members abstained.

Motion to approach David Panko regarding his conditions and compensation to serve as the CCHS Investment Advisor. BOG members asked for the elimination of newsletter publication dates as part of the agreement. Motion passed unanimously.

Motion to reimburse Alan Popovich for all direct expenses his firm incurred for permitting and fees for the Restoration Project. Reimbursement to come from the Restoration fund. Motion passed unanimously.

Motion to nominate Roger Williams for a full term as Vice President of the Centre County Historical Society Board of Governors. Motion passed unanimously.

Motion to nominate Deborah McManus to an additional two-year term as Secretary on the Executive Committee of the CCHS Board of Governors. Motion passed unanimously.

Motion to have CCHS purchase the Town and Gown Community Series ad featuring Lee Stout. Motion unanimously passed.

Motion to purchase a new computer and color printer for the CCHS office at a cost of approximately \$1700.00 to \$2000.00. Motion passed unanimously.

February 2021:

Motion to accept the agreement presented by David Panko to serve as the CCHS Financial Advisor for the 2021 fiscal year with the option to renew annually. Motion passed. David Panko also agreed to serve as the Chair of the Investment Committee in a volunteer capacity.

Motion for CCHS to allocate \$2000.00 to cover the cost of publishing Ralph Seeley's series of short stories. This amount covers an initial printing of 200 copies. Motion passed unanimously.

March 2021:

Motion to approve the final construction contract for the Restoration Project. The total estimate submitted by Veronesi Construction was \$352,700.00 to entirely complete the project. Motion passed.

*This vote was taken during a special meeting of the CCHS Board of Governors on March 15, 2021, so that the signed contract could be returned to Veronesi Construction to begin the work as early as April 2021.

April 2021:

Mary Sorensen requested a motion to approve her application for a Centre County Commissioners and Happy Valley Adventure Bureau Tourism Grant in the amount of \$10,000.00. Funding from this grant would be designated for marketing purposes and the future Centre County Encyclopedia being developed by the Communications Committee. Motion passed unanimously.

Motion to approve the Deaccession List Mary Sorensen presented to the BOG. Motion passed.

May 2021:

There were no formal resolutions voted upon at the May 2021 meeting of the Board of Governors.

June 2021:

Motion to approve the withdrawal of \$5000.00 for the purchase and installation of the A/C Heat mini split unit and fire detection equipment for the newly purposed archive storage location, (formerly the exhibit building). Funds to be withdrawn as needed and replaced in the Vanguard account when money is raised specifically for the project. Motion passed unanimously.

Motion to elect Ann Taylor and Jackie Esposito to fill two positions on the Board of Governors. Once elected, both candidates would serve from July 2021 to December 2021 to fill two vacated seats. They would both be eligible for two full terms, (3 years), beginning in January 2022. Motion passed unanimously.

July 2021:

Minutes from the June 2021 BOG meeting were corrected to state the specific date and intention of the vote to withdraw money for the Archive Storage heating and A/C mini split installation. The motion to accept the amended minutes passed.

Due to changes on the Executive Committee and BOG, the following signatory updates for our CCHS financial accounts were proposed:

Fidelity Account-Mansion Restoration Fund: Current signatories: Mary Sorensen, David Panko. Motion to remove David Panko, and add Bob Hazelton and Beverly Lipski: Deb McManus, Second: Ann Moellenbrock. Motion passed.

Fidelity Account-Pencek Fund: Current signatories: Deb McManus, Katie O'Toole, David Panko. Motion to add Bob Hazelton, Beverly Lipski and remove Katie O'Toole and David Panko: Jackie Esposito, Second: Ann Moellenbrock. Motion passed.

Vanguard General Investment Fund: Current signatories: Mary Sorensen, David Panko, Katie O'Toole. Motion to add Bob Hazelton, Beverly Lipski and Roger Williams and remove Katie O'Toole and David Panko: Ann Moellenbrock, Second: Ann Taylor. Motion passed.

Kish Bank-Checking Account: Current signatories: Bob Hazelton, David Panko and Deb McManus. Motion to add Beverly Lipski and Roger Williams and remove David Panko: Ann Taylor, Second: Jackie Esposito. Motion passed.

Motion to move \$20,000.00 from the CCHS Vanguard Account to create a new Fidelity Investment Account for the Henszey-Pyle fund designated for educational and programmatic purposes. The signatories on the account would be Bob Hazelton, President, and Beverly Lipski, Treasurer. The account would not be set up as a restricted account. Motion passed unanimously.

Motion to move \$20,000.00 from the CCHS Vanguard Investment Account to create a new Fidelity Investment Account for the Jacqueline J. Melander Society designated for Centre County historic

preservation, education, and programmatic purposes. This account will not be restricted, and the signatories will be Bob Hazelton, President, and Beverly Lipski, Treasurer. Motion passed unanimously.

Motion to accept the draft of the revised CCHS By-laws prepared by the Governance Committee. BOG member, Sue Kellerman, suggested two changes and the document was presented as amended. Motion passed unanimously.

August 2021:

Motion to apply \$3350.00 from the Mansion Restoration Fund to cover the cost of the Spring House masonry repair. Motion passed unanimously.

Motion to accept the list of 2021 Historic Preservation Awards nominees as presented to the BOG by the John H. Ziegler Preservation Awards committee: Katie O'Toole, Ford Risley, Jackie Melander, Rebecca Inlow, Matt Maris, Mary Sorensen and Johanna Sedgwick. Motion passed unanimously.

- ê Preservation and Restoration: The Glennland Building in State College
- ê History and Heritage: Benjamin Fehl, The Crooked House in Milesburg
- ê Education and Advocacy: Robert Cameron, Columbus Chapel and Boal Mansion Museum in Boalsburg
- ê Support and Volunteerism: Saint John's United Church of Christ in Boalsburg
- ê President's Award: Judy Heberling – CCHS Collections time and care contributions for over a decade
- ê Jacqueline J. Melander Award: Sue Hannegan – Contribution to historic preservation in Centre County for over two decades

September 2021:

Motion to send a Certificate of Appreciation to Shannon Wright following her resignation as BOG member and Chair of the Governance Committee. Motion passed unanimously.

Motion to approve the text for the PSU Alumni Association historical marker to be placed on the grounds of the Centre Furnace Mansion. It will identify the Mansion's place in history as the birthplace of Penn State University. Motion passed unanimously.

October 2021:

Motion to amend the minutes of the September meeting of the Board of Governors to include the statement that 4% to 8% of the annual budget be earmarked for maintenance and "Restoration". Motion passed.

Motion to move forward with a proposal to develop a Business Sponsorship initiative for 2022. The Development Committee would handle the planning in the beginning phase. Motion passed unanimously.

November 2021:

Motion to approve \$11,000.00 for the repair of the front stairs and the garbage shed located in the

parking lot. The amount was submitted in an estimate from Veronesi Construction. Motion passed unanimously.

Motion to elect Roger Williams as President and Bob Hazelton as Vice President of the Centre County Historical Society Board of Governors. Motion passed unanimously.

December 2021:

Roger Williams, President Elect, motioned to move forward with securing Fiore Fedeli Snyder Carothers, LLC as CCHS's primary accounting service with the understanding that they will be outsourcing one or more services such as payroll, to Converge P.C. as soon as this transition can begin in 2022. Motion passed unanimously.

*This vote was taken via email on December 29, 2021

**CENTRE COUNTY HISTORICAL SOCIETY
OPERATIONAL INCOME AND EXPENSES
CALENDAR YEARS 2021 AND 2020**

	<u>2021</u>	<u>2020</u>	<u>OVER/(UNDER)</u>
INCOME			
Memberships (includes early 2022 membership renewals)	27,735	21,025	6,710
Operational grants	10,000	12,000	(2,000)
Fundraising (net)	22,723	4,692	18,031
Contributions	53,825	46,916	6,909
Museum store (net)	1,690	2,598	(909)
Facility rental		(100)	100
Other income	6,546	1,000	5,546
PPP loan forgiven	13,240	13,304	(64)
Total operating income	<u>135,758</u>	<u>101,436</u>	<u>34,322</u>
EXPENSES			
Salaries, benefits, payroll taxes	64,272	64,240	32
Utilities and telephone	7,415	8,345	(930)
Insurance	5,853	7,176	(1,323)
Property maintenance	16,023	10,903	5,120
Supplies, postage, printing	12,579	14,552	(1,973)
Programs and events	4,394	640	3,754
Advertising and customer relations	3,401	3,396	5
Professional fees	7,400	6,410	990
Other expenses	9,704	2,124	7,580
Total operating expenses	<u>131,041</u>	<u>117,786</u>	<u>13,255</u>
Net operating income (loss) before use of investment income	<u>4,717</u>	<u>(16,350)</u>	<u>21,067</u>
Investment income transferred to operating account	12,758	9,736	3,021
Withdrawal from investments for operations	<u>5,000</u>		<u>5,000</u>
Net operating income after use of investment funds	<u><u>22,475</u></u>	<u><u>(6,613)</u></u>	<u><u>29,088</u></u>

**CENTRE COUNTY HISTORICAL SOCIETY
NON-OPERATING ACTIVITY REPORT
CALENDAR YEARS 2021 AND 2020**

	<u>2021</u>	<u>2020</u>
Mansion restoration		
Income		
Individual donations	160,140	51,200
Board-designated funds for restoration grant match		1,548
Keystone grant	100,000	
Foundations/HVAB grant	76,000	
In-kind services	14,755	
Total income	<u>350,895</u>	<u>52,748</u>
Expenses		
Restoration expenditures	330,768	
In-kind services	14,755	
Total expenses	<u>345,523</u>	
 University Park Airport display grant		
Income		<u>10,000</u>
Expenses	<u>3,066</u>	
 Richard W. Pencek Fund Donation Income		
	<u>5,000</u>	
Jaqueline J. Melander Fund Donation Income		
	<u>5,000</u>	

2022 CENTRE COUNTY HISTORICAL SOCIETY PROPOSED OPERATING BUDGET

	YEAR END 2020	YEAR END 2021	PROJECTED 2022
OPERATING INCOME:			
6100 Membership Dues	\$ 21,025.00	\$ 27,735.00	\$ 25,000.00
6200 Grants (Operational)	\$ 12,000.00	\$ 10,000.00	\$ 10,000.00
6300 Mansion Use	\$ (100.00)		\$ 500.00
6420 Birdcage Donations	\$ 214.33	\$ 652.06	\$ 500.00
6440 Annual Giving Fund	\$ 17,215.32	\$ 28,893.23	\$ 20,000.00
6500 Other Donations & Gifts	\$ 7,891.54	\$ 3,363.35	\$ 2,500.00
6600 Collections & Archives	\$ 700.00	\$ 4,525.00	\$ 1,500.00
6700 Events/Programs (non-fundraising)	\$ 300.00	\$ 1,871.00	\$ 1,800.00
6460 Centre Foundation Endowment	\$ 1,400.00	\$ 1,422.00	\$ 1,500.00
6460 Centre Gives	\$ 20,194.90	\$ 19,494.27	\$ 20,000.00
6800 Museum Store	\$ 3,429.60	\$ 2,463.22	\$ 4,000.00
6900 Misc Income	\$ -	\$ 149.60	\$ -
6950 Investment Income Distributions	\$ 9,736.46	\$ 12,757.87	\$ 8,000.00
<i>Investment withdrawal</i>	\$ -	\$ 5,000.00	\$ -
<i>PPP SBA Loan</i>	\$ 13,304.47	\$ 13,240.07	
<i>Net Event Fundraising Activity</i>	\$ 4,691.92	\$ 22,722.51	\$ 36,750.00
Total Operating Income	\$ 112,003.54	\$ 154,289.18	\$ 132,050.00

OPERATING EXPENSES:			
8100 Administration Expenses			
8110 Accounting Service	\$ 5,065.00	\$ 6,335.34	\$ 5,000.00
8115 Office Supplies	\$ 1,198.02	\$ 2,859.27	\$ 3,500.00
8120 Postage-General	\$ 8,804.00	\$ 2,156.39	\$ 2,500.00
8125 Banking / Credit Card Fees	\$ 1,090.18	\$ 674.06	\$ 1,800.00
8130 Printed Materials	\$ 4,115.80	\$ 6,937.47	\$ 6,000.00
8140 Professional Fees	\$ 1,345.00	\$ 1,065.00	\$ 1,500.00
8150 Telephone / Internet	\$ 1,656.17	\$ 1,710.97	\$ 1,900.00
8155 Web-Site Hosting	\$ 1,011.52	\$ 749.37	\$ 700.00
8170 Advertising	\$ 3,395.78	\$ 3,401.00	\$ 2,500.00
8180 License - COG	\$ 192.00	\$ 99.00	\$ 100.00
8100 Admin. Expenses-Other	\$ 330.81	\$ 174.79	\$ -
Total Administration Expenses	\$ 28,204.28	\$ 26,162.66	\$ 25,500.00

8200 Maintenance Expenses			
8210 Furnace Cleaning/Maintenance	\$ 370.00	\$ 346.90	\$ 400.00
8220 Lawn Care	\$ 6,640.00	\$ 11,270.00	\$ 10,000.00
8240 Exterior Repairs / Improvements	\$ 722.98	\$ 893.06	\$ 1,500.00
8250 Fire Extinguisher Service	\$ 134.00	\$ 388.95	\$ 200.00
8260 Garden & Grounds Maintenance	\$ 481.92	\$ 697.93	\$ 500.00
8330 Snow Removal	\$ 175.00	\$ 1,160.00	\$ 1,200.00
8270 Interior Repairs / Maintenance	\$ 444.63	\$ -	\$ 2,000.00
8200 Total Maintenance Expense	\$ 8,968.53	\$ 14,756.84	\$ 15,800.00

2022 CENTRE COUNTY HISTORICAL SOCIETY PROPOSED OPERATING BUDGET

	YEAR END 2020	YEAR END 2021	PROJECTED 2022
8300 Operational Expenses			
8310 Cleaning Service	\$ 700.00	\$ -	\$ 1,400.00
8320 Household Supplies	\$ 433.80	\$ 626.22	\$ 500.00
8330 Utilities	\$ 5,677.01	\$ 4,954.78	\$ 6,000.00
8350 Pest Control	\$ 807.79	\$ 839.44	\$ 800.00
8360 Security System Expense	\$ 426.96	\$ 426.96	\$ 450.00
8300 Total Operational Expenses	\$ 8,045.56	\$ 6,847.40	\$ 9,150.00
8400 Insurance	\$ 7,175.75	\$ 5,853.25	\$ 8,000.00
8500 Total Salaries & Benefits	\$ 64,240.10	\$ 64,272.32	\$ 65,000.00
8600 Collections/Archives Expenses	\$ 219.24	\$ 8,540.07	\$ 500.00
8650 Exhibit Expense	\$ 91.58	\$ 49.97	\$ 500.00
8700 Events/Programs (non-fundraising)	\$ 639.52	\$ 4,393.64	\$ 4,000.00
8800 Museum Store Expenses	\$ 831.11	\$ 773.26	\$ 3,000.00
8900 Miscellaneous Expenses	\$ -	\$ 75.55	\$ 100.00
8940 Training	\$ 200.00	\$ 90.92	\$ 500.00
	\$ 73,397.30	\$ 84,048.98	\$ 81,600.00
Total Operating Expenses	\$ 118,615.67	\$ 131,815.88	\$ 132,050.00
Net Income/Loss	\$ (6,612.13)	\$ 22,473.30	\$ -

BYLAWS
of
THE CENTRE COUNTY HISTORICAL SOCIETY
STATE COLLEGE, PENNSYLVANIA
7/26/2021

ARTICLE I NAME

SEC. 1 The name of this organization shall be The Centre County Historical Society, incorporated as a non-profit corporation under the laws of the Commonwealth of Pennsylvania on April 25, 1904 and as thereafter amended.

ARTICLE II MISSION AND VISION

SEC. 1 MISSION

The Centre County Historical Society mission is to collect, interpret, preserve and promote Centre County's cultural and natural heritage.

SEC. 2 VISION

The Centre County Historical Society aspires to enrich the lives of our publics by telling the story of the county's unique past. Through our programs, collections and facilities, we promote a strong sense of place for a diverse Centre County. We seek to build a critical understanding of our past for both engaging the issues of the present and guaranteeing a future which preserves our heritage.

ARTICLE III MEMBERSHIP AND DUES

SEC. 1 Membership shall be open to all persons interested in promoting the mission of the Society.

SEC. 2 All members shall be entitled to vote at Centre County Historical Society meetings of the corporate body.

SEC. 3 Membership dues shall be established and may be altered thereafter by the Board of Governors.

SEC. 4 The Society's membership year shall begin on January 1. Members who have not renewed their yearly membership will be sent a reminder.

SEC. 5 New members enrolled during the period October 1 to December 31 shall be credited with dues paid through the ensuing membership year.

ARTICLE IV BOARD OF GOVERNORS

SEC. 1 The Society shall be administered by a Board of Governors consisting of no less than eleven and no more than fifteen elected members.

SEC. 2 The Board shall have authority to conduct the business of the Society. It shall be responsible for selecting the dates and locations of meetings; for enacting policies and devising procedures; for conducting the general operations of the Society; for adopting and monitoring an annual budget for the Society's operations and activities; for the care and management of the Society's property and collections; for the oversight of all programs and activities; for setting annual dues; and for performing other duties and responsibilities normally associated with the functions of Boards of Governors.

SEC. 3 Elected Governors shall serve for a term of three (3) years and may serve for two (2) consecutive terms. Governors shall be eligible for re-election after the expiration of one (1) year from the termination of his or her second term. Governors shall serve until their successors are duly elected and qualified.

SEC. 4 Vacancies on the Board of Governors caused by death, resignation or otherwise may be filled by election by the Board of Governors for the unexpired terms of such vacancies. If a Governor shall fail to attend three (3) successive meetings of the Board of Governors, unless prevented by illness or necessary absence, the Board of Governors may declare his or her seat as Governor vacant.

SEC. 5 A retiring member of the Board of Governors who has served the Society faithfully and well over a significant period of time may be granted non-voting emeritus rank. Eligible members will be evaluated against established criteria and granted such status by vote of the Board of Governors. Emeritus members shall be entitled to attend and participate in all meetings of the Board and Society as well as receive copies of the agendas, materials, and minutes of such meetings.

ARTICLE V OFFICERS

SEC. 1 The officers of the Board of Governors shall be President, Vice President, Secretary, and Treasurer and shall be elected from among the Board of Governors. All officers shall be elected by the Board of Governors.

SEC. 2 Elected officers shall serve for a term of two years. Officers shall be limited to two (2) consecutive terms of the same office or until their successors are elected. Vacancies in any office caused by death, resignation or otherwise shall be filled by election by the Board of Governors to fill the unexpired terms of such vacancies.

ARTICLE VI DUTIES OF OFFICERS

SEC. 1 DUTIES OF THE PRESIDENT

(1) Act as the chief executive officer of the Society and preside at all meetings of the Board of Governors and of the Society as a corporate body; (2) act as the official spokesperson for the Board and the Society in both oral and written communications; (3) oversee the business and activities of the Society and Board of Governors; (4) ensure the organization's activities are compliant and in furtherance of its mission; (5) oversee the organization's employees and volunteers; (6) ensure the Board of Governors' directives, policies, and resolutions are carried out; (7) serve as an ex officio member of all standing and special committees; (8) perform other duties customarily pertaining to the office of the President.

SEC. 2 DUTIES OF THE VICE PRESIDENT

(1) Preside at meetings of the Board of Governors and Society in the absence of the President; (2) carry out additional responsibilities and duties assigned or delegated by the President; (3) perform other duties customarily pertaining to the office of the Vice President or as assigned by the President.

SEC. 3 DUTIES OF THE SECRETARY

(1) record the meeting minutes of the Board of Governors and Society and within ten days of the next meeting provide copies for the officers, governors, governors emeriti, and the executive director; (2) preside at meetings of the Board and the Society in the absence of the President and Vice President; (3) carry on general correspondence pertaining to the Board and the Society as directed or delegated by the President (4) maintain an updated file of the policies and procedures enacted by the Board and the Society on an annual basis; (5) maintain and include an updated record of attendance in the monthly meeting minutes and bring it to the attention of the President when members have not fulfilled their attendance obligation; (6) to attest to the signature of the President on all legal documents requiring attestation; (7) perform other duties customarily pertaining to the office of Secretary or as additionally assigned by the President.

SEC. 4 DUTIES OF THE TREASURER

(1) Oversee the financial accounts and funds of the Society as directed by the Board of Governors; (2) serve as an ex officio member of the Budget and Finance Committee and Investment Committee; (3) oversee the preparation of a written report with the details of the operating budget, income expenditures, and balances for the prior month and for the fiscal year to date at each meeting of the Board of Governors; (4) preside at meetings of the Board and Society as a corporate body in the absence of the President, Vice President, and Secretary; (5) oversee the preparation and submission of all fiscal records required for any audit; (6) perform other duties customarily pertaining to the office of Treasurer or as assigned by the President.

ARTICLE VII ELECTION OF OFFICERS AND GOVERNORS

- SEC. 1 When one or more vacancies exist on the Board of Governors, the Governance Committee shall be responsible for selecting and recommending a candidate(s) for approval by the Board of Governors.
- SEC. 2 In selecting a slate of candidates, the Governance Committee shall select individuals interested in furthering the mission of the Centre County Historical Society while maintaining a constituency geographically and demographically representative of Centre County. Other considerations may include, but are not limited to, knowledge of local history, historic preservation, and other professional skills that would benefit the Society.
- SEC. 3 A majority of those members present and voting at a meeting of the Board of Governors shall be required to declare a candidate elected.
- SEC. 4 Following an assenting vote by the Board of Governors, the slate of candidate(s) shall then be presented to the members of the Society at the next annual meeting. A majority of those Society members present and voting shall be required to declare the candidate elected.
- SEC. 5 Newly-elected officers and governors shall immediately assume the duties of their respective offices.

ARTICLE VIII EXECUTIVE DIRECTOR

- SEC. 1 The Executive Director shall report to and be supervised by the President and the Board of Governors and shall be responsible for furthering the mission of the Centre County Historical Society as outlined in these Bylaws. They will manage other staff, volunteers, and interns of the Society as well as be responsible for duties as outlined in the current Executive Director job description.

ARTICLE IX MEETINGS

- SEC. 1 THE SOCIETY
- a. The Society, as a corporate body, shall meet annually, at a time and place in Centre County designated by the Board, to hear and discuss reports, exchange information, and conduct business.
 - b. Additional meetings of the Society may be held at the call of the President.
 - c. Written notice of the time and place of any meeting of the Society as a corporate body must be given to all members at least thirty days in advance of said meeting.
 - d. A quorum needed to conduct a meeting of the Society as a corporate body shall consist of those members present plus a quorum of the Board of Governors as defined in Article IX, Sec. 2, c.
 - e. CCHS Membership shall be entitled to vote on new Board of Governors members upon their first full term, CCHS Bylaw changes and other decisions as determined by the Board of Governors.
- SEC. 2 THE BOARD OF GOVERNORS
- a. The Board shall meet quarterly, at minimum, either virtually or in-person, and additionally at the call of the President.

b. Written or electronic notice of the time and place of any meeting of the Board shall be given to all governors in advance of said meeting.

c. A quorum needed to conduct a meeting of the Board of Governors shall consist of at least fifty percent of the occupied seats, providing that two of said attendees hold officer positions.

d. Should an emergency vote or other urgent situation need to be addressed prior to the next scheduled Board of Governor meeting, the President may choose to hold a vote electronically or call a virtual meeting.

ARTICLE X STANDING COMMITTEES

SEC. 1 It shall be the primary purpose of the standing committees to oversee the activities and functions of the Society that fall within their purview. Each Committee shall bring plans and proposals to the attention of the Board of Governors for its information, input, and action. The Board of Governors will use the advice of each Committee for the implementation or improvement of new and continuing activities within each Committee's domain.

SEC. 2 Chairs and members of all standing committees must be dues paying members of the Centre County Historical Society.

SEC. 3 Chairs, if not a member of the Board of Governors, shall be invited to attend meetings of the Board, but will not have voting privileges.

SEC. 4 The standing committees shall be:

a. BUDGET AND FINANCE – responsible for planning and preparing the Society's annual Operating Budget; maintaining oversight of the operating budget and all financial activities—income and expenditures—of the Society; assist the Treasurer in preparing and submitting a written report for every regular Board of Governors meeting detailing income and expenditures for the previous month and year to date; coordinate with the Treasurer to maintain the Society's financial solvency; monitor and report the income, expenditure and net income of fundraising activities; coordinate with the Development Committee the financial aspect of fundraising activities; meet quarterly or as needed to review budgeted financial activities. At the Fall quarterly meeting, prepare a proposed budget for the following year for approval by the Board of Governors.

b. COLLECTIONS— responsible for assisting with the care and oversight of the Society's collection of historical materials, artifacts, and curatorial equipment and supplies; planning and implementing a Collections Management Policy; assisting with the planning and preparation for exhibition of the materials and artifacts of the Society as well as those on loan from other sources.

c. COMMUNICATIONS – responsible for overseeing the creation of, developing policies and initiatives related to, and assisting in the creation of texts of historical interest in analog and digital form; assisting in online communication on behalf of the Society; overseeing and, in some cases, carrying out the production of historical content in both traditional forms, such as books and pamphlets, and online texts and website pages to make Centre County history more available to the public; and recommending to the Board expenditures for the production of historical content and online communication efforts.

d. DEVELOPMENT – responsible for devising philanthropy and fund development policies; establishing charitable contribution goals for the annual budget; devising the annual fund development plan and recommending results and benchmarks for action by the Board; devising audience specific calls to action for philanthropic support; nurturing a culture of philanthropy with the Board of Governors and Society membership; ensuring volunteers and monetary donors are appropriately acknowledged; and establishing task forces to carry out specific fund development activities and monitoring their performance.

e. DOCENT - responsible for disseminating information about the Centre Furnace and Boogersburg School by conducting tours and programs for visitors interested in local history, social history, architecture, decorative arts, industrial history, or the history of education; and encourage a Centre County Historical Society membership by promoting programs, events, and exhibitions.

f. GARDEN COMMITTEE – responsible for routine maintenance of the Centre Furnace gardens; periodic maintenance of the Boogersburg School grounds; utilizing community service groups for larger projects; preparing garden-related educational programming; maintaining a list of plant material in the gardens; and coordinating the annual Plant Celebrating fundraiser by working with staff and preparing plants.

g. GOVERNANCE - responsible for reviewing the governance structures and practices of the Society; maintaining up-to-date policies and procedures; ensuring the Society is compliant with federal, state, and local governmental ordinances and statutory compliances; and acting as the Nominating Committee for the Board of Governors.

h. HUMAN RESOURCES – responsible for overseeing staff of the Society and developing policies and procedures as necessary; membership on the committee includes the Executive Committee, one (1) or more additional Governors, one (1) member of the Society at large.

i. MEMBERSHIP – responsible for developing rules and procedures for the admission of new members; requesting annual dues; and planning and recommending methods by which the Society’s membership may be continuously expanded.

j. PROGRAMING – responsible for the planning and implementation of the Society’s ongoing cultural, educational and historical public program series and exhibitions, including all arrangements and hospitality functions related thereto.

k. PROPERTY – responsible for overseeing the maintenance and preservation of the Society’s grounds and buildings; planning and supervising repairs, alterations, restorations, and new construction in accordance with the Secretary of the Interior’s Standards for Rehabilitation; and ensuring the property and buildings, and projects and events undertaken, are compliant with local, state, and federal codes.

SEC. 5 Additional duties and responsibilities may be assigned to any of the Standing Committees at the discretion of the President.

ARTICLE XI INSURANCE AND INDEMNIFICATION

SEC. 1 INSURANCE

The Board of Governors shall have full authority to purchase and maintain contracts of insurance for which the Board determines to be in the best interest of the Society.

SEC. 2 MANDATORY INDEMNIFICATION OF GOVERNORS, OFFICERS AND EMPLOYEES

The Centre County Historical Society shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the Nonprofit Corporation Law of 1988, as amended, hereinafter NPCL), each Governor, Officer and/or employee (including each former Governor, Officer and/or employee) of the Centre County Historical Society who was or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Centre County Historical Society, by reason of the fact that the Governor, Officer and/or employee is or was an authorized representative of the Centre County Historical Society, or is or was serving at the request of the Centre County Historical Society as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Governor, Officer and/or employee in connection with such action, suit or proceeding if such Governor or Officer or employee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Centre County Historical Society and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

- SEC. 3 MANDATORY ADVANCEMENT OF EXPENSES TO GOVERNORS, OFFICERS AND EMPLOYEES.
The Centre County Historical Society shall pay expenses, including attorneys' fees, incurred by a Governor, Officer or employee of the Centre County Historical Society referred to in Section 2 of this Article XII in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 2 of this Article XII in advance of the final disposition of such action, suit or proceeding, only upon receipt of an undertaking by or on behalf of such Governor, Officer or employee to repay all amounts advanced if it shall ultimately be determined that the Governor, Officer or employee is not entitled to be indemnified by the Centre County Historical Society as provided in Section 5 of this Article XII.
- SEC. 4 PERMISSIVE INDEMNIFICATION AND ADVANCEMENT OF EXPENSES.
The Centre County Historical Society may, as determined by the Board of Governors from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person, including any volunteer acting at the request and direction of the Society, who was or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Centre County Historical Society, by reason of the fact that such person is or was an authorized representative of the Centre County Historical Society or is or was serving at the request of the Centre County Historical Society as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Centre County Historical Society and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Centre County Historical Society may, as determined by the Board of Governors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in Section 4 of this Article XII 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 such person is not entitled to be indemnified by the Centre County Historical Society as provided in Section 5 of this Article XII.
- SEC. 5 SCOPE OF INDEMNIFICATION
Indemnification under this Article shall be made by the Centre County Historical Society in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.
- SEC. 6 MISCELLANEOUS

Each Governor and Officer and employee of the Centre County Historical Society shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Governors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Centre County Historical Society and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article by the Board of Governors of the Centre County Historical Society shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

SEC. 7 DEFINITION OF AUTHORIZED REPRESENTATIVE

For the purposes of this Article, the term, "authorized representative" shall mean a Governor, officer or employee of the Centre County Historical Society or any volunteer acting at the request and direction of the Society, or of any corporation controlled by the Centre County Historical Society, or a Governor, custodian, administrator, volunteer, or fiduciary of any employee benefit plan established and maintained by the Centre County Historical Society or by any corporation controlled by the Centre County Historical Society, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Centre County Historical Society. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Centre County Historical Society, and shall not include paid agents of the Centre County Historical Society unless indemnification thereof is expressly approved by the Board of Governors.

SEC. 8 PROCEDURE FOR EFFECTING INDEMNIFICATION

Unless ordered by a court, any indemnification under this Article XII or the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made:

- a. by the Board of Governors by a majority vote of a quorum consisting of Governors who were not party to the action or proceeding;
- b. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Governors so direct, by independent legal counsel in a written opinion provided to the Board.

ARTICLE XII AMENDMENTS

SEC. 1 When a proposed amendment is to be considered by the Board, all members of the Board shall receive a copy of the proposal, with notice of the place and time when the proposal is to be considered, at least ten days in advance of the meeting. A proposed amendment to the Bylaws of the Society must be submitted in writing to the Board of Governors.

SEC. 2 Followed by an assenting vote of the Board of Governors, the Bylaws of the Centre County Historical Society may be amended by a two-thirds assenting vote of the Society.

ARTICLE XIII PROCEDURES

SEC. 1 The Board of Governors shall have the authority to establish procedural rules under which the meetings of the Board of Governors and the Society may be conducted in an orderly and business-like manner.

ARTICLE XIV DISSOLUTION

SEC. 1

In the event of the dissolution of the Society or in the winding up of its affairs, or other liquidation of assets, the Centre County Historical Society's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property. All assets remaining after all debts and expenses of the Society have been paid or provided for shall be conveyed or distributed by the board of Governors to one or more organizations having similar goals and purposes for which the Centre County Historical Society was organized and which qualify for the exemption afforded by Section 501(c)(3) of the Code, as determined by the Board of Governors of the Centre County Historical Society. Any such assets not so distributed shall be disposed of pursuant to an order by a Court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as the said Court shall determine.

REVISED

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