



## CENTRE COUNTY HISTORICAL SOCIETY

Annual Meeting  
March 10, 2024 – 3:00 PM

### **Call to Order and Welcome**

Roger L. Williams, President, Board of Governors

### **Minutes of the 2023 Annual Meeting**

Deb McManus, Secretary

Membership vote to accept the Minutes of the 2023 Annual Meeting

### **Financial Reports**

Beverly Lipski, Treasurer

Review 2023 Financial Report

Ann Moellenbrock, Budget and Finance Committee Chair  
Present CCHS 2024 Projected Annual Budget

Membership vote to approve the 2024 CCHS Annual Budget

### **Governance**

#### **Election of Officers and Governors**

Deb McManus, Secretary

Membership Vote to approve:

Board recommended Governor for three-year terms:

William Alan “Bill” Blair

O. Richard “Rich” Bundy

Board recommended President and Vice President for two-year terms:

Roger L. Williams, President

Jacqueline R. “Jackie” Esposito, Vice President

Membership Vote to approve:

2024 Revised Bylaws of the Centre County Historical Society

### **Centre County Historical Society Year in Review 2023**

Presented Mary Sorensen, Executive Director

### **Meeting Adjourned**

## CENTRE FURNACE MANSION

1001 East College Avenue • State College, Pennsylvania 16801 • 814-234-4779 • [www.centrecountyhistory.org](http://www.centrecountyhistory.org)

## **Minutes of the 2023 Annual Meeting of the Centre County Historical Society**

**Sunday, March 12, 2023**

### **Introduction:**

The meeting opened with a welcome from Executive Director, Mary Sorensen, who introduced the President of the Board of Governors, Roger Williams.

Roger Williams called the meeting, via Zoom, to order at 3:05 p.m. He welcomed all the members in attendance. Roger gave an overview of the upcoming meeting beginning with the progress made in 2022, followed by voting on three agenda items and ending with a presentation on the 2022 Mansion Restoration work and the upcoming 2023 Phase 2 work that is planned.

Roger Williams introduced the members of the Board of Governors and committee chairs. Additionally, he introduced David Panko, the Investment Committee Chair and Emeritus member, Jeff Bower.

Following the introductions, Mary Sorensen explained the voting process for the agenda items to be presented. Members were asked to participate in the on-line polling with results being immediately available.

**Minutes:** Secretary, Deb McManus, provided the 2022 Annual Meeting Minutes for membership acceptance. Roger Williams called for a vote to accept the Minutes of the 2022 Annual Meeting as presented. Ann Moellenbrock so motioned and Alan Popovich seconded the motion. There were no additions or changes to the Minutes and the motion passed unanimously.

Minutes of the Annual Meetings as well as Annual Compilations of Board of Governors Resolutions are available on the Centre County Historical Society website.

**Treasurer's Report:** Treasurer, Beverly Lipski, prepared a detailed annual report comparing Income and Expenses for the 2022 fiscal year. She highlighted the following information during the meeting:

1. CCHS switched Accounting Firms in 2021 to better serve the needs of the Society. As a result, there were some noticeable changes. The new Accounting Firm did not do payroll but referred CCHS to a payroll company that works with them. A decision was made to change to a monthly payroll for CCHS employees as opposed to the previous bi-monthly schedule. Due to the timing, there were 13 payrolls in 2022, thus the higher amount for the year.

2. The Mansion Restoration level of contributions required a “review” for 2021. This is less intensive than an audit and assures the accuracy of the organization’s accounting. There were no issues with the review.
3. 2022 Memberships were up with revenues over \$30,000.
4. Operating grants usually total \$10,000 annually, however there was an additional \$11,000 Tourism Grant in 2022.
5. Both Fundraisers, the May Plant Celebration and the December Stocking Stuffer event were very successful due to good weather and high turnouts.
6. The income from the Museum Store notably increased thanks to the sale of *From Aaronsburg to Zion*, the postcard collection book authored by Joan Brower and Cathy Horner. CCHS received \$12,000 from Joan Brower, through the Centre Foundation, to publish the book. All profits from the book went directly to CCHS.
7. Property Maintenance expenses were mainly due to repairs at the Boogersburg School , grounds maintenance, and repair of the historical marker.
8. In 2022 CCHS received income distributions from the Investment Account but did not make any withdrawals from the account.
9. Donations continued to come in for the mansion Restoration Fund and there was the expense for the stair work on the front porch.

Beverly summarized the 2022 financial year as “ending in very good shape” with income up and no deficit.

**Budget and Finance:** Chair, Ann Moellenbrock, presented the proposed 2023 Budget for membership approval. She described the process of comparing figures from the previous year along with forecasting identified expenses for the upcoming year in preparing the budget. After reviewing the previous year’s figures the Budget and Finance Committee makes projections for the upcoming year. Ann explained the following factors affecting the 2023 proposed budget:

*Expenses:*

1. Under Administrative costs, all postage, including mailings for fundraisers will be charged to operating expenses as the money raised goes directly to the operating account.
2. Under maintenance costs, there is a \$7000 expense earmarked for repairs to the Garden Shed. Money is also allocated to internal repairs to the third floor after the archival collection is moved to the new location in the Ice House.
3. Operating expenses are expected to increase with the inflation-related rise in utility costs.

4. There will be an expense associated with the new shelving that will be necessary in the new Archives location.

Given the anticipated expenses, the committee determined \$158,740 will be necessary to cover operating costs in 2023.

*Income:* There are six major sources of income during the year:

1. Membership/Dues
2. Annual Giving
3. Grants
4. Centre Gives
5. Investment Income Distribution
6. Fundraising Events

The total income estimated for the upcoming year was \$142,200. Thanks to the generosity of the membership, there was a surplus at the end of the year enabling the Society to cover the expenses in the past year.

A member asked a question regarding the amount of money projected for Mansion use. Ann responded that it was very little in the past year and the projected amount for the upcoming year was \$500.

Ford Risley introduced a motion to accept the proposed 2023 Centre County Historical Society Budget. Becky Dreese seconded the motion. The 2023 Budget projected an income of \$165,426 and expenses of \$158,470, leaving a surplus of \$7000. The member vote was taken and passed unanimously.

Election of Officers: Roger Williams explained the process for electing a candidate to the Board of Governors. According to the By-laws, the Governance Committee is the acting Nominating Committee. The Nominating Committee presents the slate of candidates to the full Board of Governors. The BOG votes, and if the candidates receive the majority, the membership then votes as the final step. In 2023, there is only one candidate for membership approval. Bob Potter has been unanimously approved by the BOG. If approved by the membership, Bob will join the Board of Governors, the Development Committee, and will become the chair of the Jacqueline Melander Society. He brings years of experience and expertise to his role. He was instrumental in the establishment of the Centre Community Foundation and the Campbell Society. He has served on numerous community committees and boards and currently serves on the Centre County Farmland Trust.

Alan Popovich introduced a motion to elect Bob Potter to the Centre County Historical Society Board of Governors. Ford Risley seconded the motion. The motion passed unanimously.

Roger Williams also expressed his appreciation for the work Sue Kellerman contributed as a BOG member since 2013. Sue is the head of Preservation and Digitalization for the libraries at Penn State and has been a knowledgeable and generous resource for the Society. We thank her for contributions as she leaves the Board.

### **Executive Director ---- Year in Review --- Mary Sorensen**

Mary Sorensen began the review saying she was humbled and grateful for the members, friends, businesses, and organizations that contributed to the success of so many projects, activities, programs, improvements during 2022. CCHS received remarkable community support for the major projects, such as the Mansion Restoration and in many and various endeavors throughout the year.

Like the previous year, the numbers told a very positive story at the close of the year. There were record amounts in key areas. Mary discussed the growth and success in the following areas:

1. The Annual Fund Campaign
2. Membership growth – there were 584 member households with 879 members. The Sustaining Membership program was introduced for the 2022 Campaign.
3. Centre Gives donations
4. The Ice House prepared and the Archives collection slated to move by Summer 2023
5. Continuation of the Passport Program and the redesign of the Interpretive Signs
6. Professional contributions totaling over \$25,000
7. The growth of the Centre County Encyclopedia of History and Culture and receipt of the Special Award of merit from PA Museums
8. The publication of Joan Brower’s postcard collection book entitled “From Aaronsburg to Zion”
9. Six History Presentations/Talks sponsored by the Henzey-Pyle Distinguished Author Series
10. Collaborating with Penn State Landscape Architecture professor, Dan Marriott, to produce resource material for “Rethinking 322”, the proposed Penns Valley connector project.
11. The John H. Zeigler Preservation Awards honoring six Centre County recipients.
12. The success of the 2022 Plant Celebration and Stocking Stuffer
13. 170 volunteers on the Day of Caring representing 700 volunteer hours in one day.
14. Twenty-five donations/gifts to the Collections and the initiation of organizing the Hamilton Papers
15. The coordination of multiple service groups representing 150 volunteers in 2022.

*Note: The entire presentation can be viewed on the CCHS website.*

## **Mansion Restoration Project – Phases 1 and 2**

### **Alan Popovich and Mary Sorensen**

Alan Popovich reported on the progress of Phase 1 of the Mansion Restoration. Alan is a licensed Architect, serves on the Board of Governors, and chairs the Property Committee. He has been instrumental in leading the Mansion Restoration generously devoting hours of professional time and guidance.

Alan referred to the Phase 1 Timeline to discuss it serving as a springboard for Phase 2. He described the preparation, funding, and work involved in Phase 1. Phase 2, by comparison, will be less complex in many areas. He noted the following:

1. During Phase 2, CCHS will be working with one main contractor as opposed to Phase 1. The focus will be the exterior painting and window/shutter replacement and restoration.
2. Phase 1 took 32 months to complete and Phase 2 is expected to be 24 months.
3. Phase 2 will be approximately 60% of the cost of Phase 1.
4. Phase 1 was funded with public and private donations. Phase 2 will be managed solely with private donations.

Alan provided a Phase 2 Construction schedule and Mary Sorensen provided photographs of the completed Phase 1 work.

*Note: Alan's entire presentation and charts are available on the CCHS website.*

Roger Williams thanked the member for their support and interest. He acknowledged the successful 2022 year and shared his vision for an equally successful 2023.

At 3:37 pm, Ann Moellenbrock made a motion to adjourn. It was seconded by Deb McManus. The membership voted to adjourn.

Respectfully submitted,

Deborah McManus, Secretary

**CENTRE COUNTY HISTORICAL SOCIETY**  
**Actuals to Budget Comparison 2023**

	Dec. YTD	Budget	% Budget
<b>OPERATING INCOME:</b>			
6100 Membership Dues	38,470.65	30,000.00	128.24%
6200 Grants (Operational)	10,000.00	10,000.00	100.00%
6300 Mansion Use	0.00	500.00	0.00%
6420 Birdcage Donations	2,044.37	1,200.00	170.36%
6440 Annual Giving	28,153.75	27,000.00	104.27%
6500 Other Donations & Gifts	11,762.87	10,500.00	112.03%
6600 Collections/Archives	1,430.00	1,000.00	143.00%
6650 Exhibits	0.00	0.00	
6700 Events (CCC Legacy Days)	2,329.00	2,500.00	93.16%
6460 Centre Foundation Endowment	1,643.00	1,500.00	109.53%
6460 Centre Gives	15,325.55	15,000.00	102.17%
6590 In-Kind Donations	50.00	0.00	
6800 Museum Store	11,431.15	5,000.00	228.62%
Fundraising Event Activity (net)	23,391.64	30,000.00	77.97%
6900 Misc. Income	58.69	0.00	
6950 Investment Income Disbursement	11,296.02	8,000.00	141.20%
<b>Total Operating Income</b>	<b>157,386.69</b>	<b>142,200.00</b>	<b>110.68%</b>
<b>OPERATING EXPENSES:</b>			
8100 Administration Expenses			
8110 Accounting Services	3,330.00	5,000.00	66.60%
8115 Office Supplies	1,493.56	4,000.00	37.34%
8120 Postage-General	1,017.24	2,500.00	40.69%
8125 Banking/Credit Card Fees	1,653.54	1,500.00	110.24%
8130 Printed Materials	13,797.90	8,000.00	172.47%
8140 Professional Fees	1,876.17	1,000.00	187.62%
8150 Telephone Internet	2,630.49	2,000.00	131.52%
8155 Web-Site Hosting	426.09	300.00	142.03%
8160 Tech Support	986.25	1,000.00	98.63%
8170 Advertising	10,041.35	5,000.00	200.83%
8180 License - COG	134.00	120.00	111.67%
8195 Reconciliation Discrepancy	0.40	0.00	
8100 Admin. Expenses-Other	0.00	200.00	
<b>8100 Total Administration Expenses</b>	<b>37,386.99</b>	<b>30,620.00</b>	<b>122.10%</b>
<b>8200 Maintenance Expenses</b>			
8210 Furnace Cleaning/Maintenance	150.00	500.00	30.00%
8220 Lawn Care	13,575.00	11,000.00	123.41%
8240 Exterior Repairs/Improvements	1,607.02	7,000.00	22.96%
8250 Fire Extinguisher Service	173.00	200.00	86.50%
8260 Garden & Grounds	2,310.70	1,000.00	231.07%
8330 Snow Removal	640.00	1,200.00	53.33%
8270 Interior Repairs/Maintenance	1,068.61	2,000.00	53.43%
8280 Boogersburg School	23.80	0.00	
<b>8200 Total Maintenance Expense</b>	<b>19,548.13</b>	<b>22,900.00</b>	<b>85.36%</b>

	Dec. YTD	Budget	% Budget
<b>8300 Operational Expenses</b>			
8310 Cleaning Service	0.00	100.00	0.00%
8320 Household Supplies	475.02	500.00	95.00%
8330 Utilities	6,739.28	7,000.00	96.28%
8350 Pest Control	967.20	1,000.00	96.72%
8360 Security System Exp	476.12	450.00	105.80%
<b>8300 Total Operational Exp.</b>	<b>8,657.62</b>	<b>9,050.00</b>	<b>95.66%</b>
<b>8400 Insurance</b>	<b>7,743.00</b>	<b>8,000.00</b>	<b>96.79%</b>
<b>8500 Total Salaries &amp; Benefits</b>	<b>75,471.71</b>	<b>69,000.00</b>	<b>109.38%</b>
<b>8600 Collections /Archives Exp.</b>	<b>4,731.63</b>	<b>4,000.00</b>	<b>118.29%</b>
<b>8650 Exhibit Expense</b>	<b>96.17</b>	<b>500.00</b>	<b>19.23%</b>
<b>8700 Event/Programs (non fundraising)</b>	<b>7,390.98</b>	<b>10,800.00</b>	<b>68.44%</b>
<b>8800 Museum Store Expenses</b>	<b>4,099.55</b>	<b>3,000.00</b>	<b>136.65%</b>
<b>8900 · Misc Exp</b>	<b>(664.13)</b>	<b>100.00</b>	<b>-664.13%</b>
<b>8940 Training</b>	<b>459.36</b>	<b>500.00</b>	<b>91.87%</b>
<b>9001 Fundraising - Centre Gives</b>	<b>48.00</b>	<b>0.00</b>	
<b>Total Operating Expenses</b>	<b>164,969.01</b>	<b>158,470.00</b>	<b>104.10%</b>
<b>Net Income/Loss--Operations</b>	<b>(7,582.32)</b>		

Prepared January 23, 2024, Beverly Lipski, Treasurer



**CENTRE COUNTY HISTORICAL SOCIETY  
NON-OPERATING ACTIVITY REPORT  
CALENDAR YEARS 2023, 2022, 2021, 2020**

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
<b>Mansion restoration</b>				
<b>Income</b>				
Individual donations	105,954	12,627	211,340	51,200
Board-designated funds for restoration grant match				1,548
Keystone grant			100,000	
Foundations/HVAB grant	40,000		76,000	
In-kind services			14,755	
Total income	<u>145,954</u>	<u>12,627</u>	<u>402,095</u>	<u>52,748</u>
<b>Expenses</b>				
Restoration expenditures	234,449	13,480	330,768	
In-kind services			14,755	
Total expenses	<u>234,449</u>	<u>13,480</u>	<u>345,523</u>	
<b>Happy Valley Adventure Bureau grant</b>				
Income	<u>8,960</u>			
Expenses	<u>7,285</u>			
<b>Lumber Heritage Grant</b>				
Expenses	<u>5,000</u>			
<b>Richard W. Pencek Fund Donation Income</b>			<u>5,000</u>	
<b>Jaqueline J. Melander Fund Donation Income</b>	<u>10,500</u>		<u>5,000</u>	
<b>Wetzel legacy designated as non-operating</b>	<u>100,000</u>			

**2024 PROPOSED OPERATING BUDGET -- THIS DOES NOT INCLUDE CAPITAL PROJECTS**

2024 PROPOSED OPERATING BUDGET	BUDGET 2023	ACTUAL 2023	BUDGET 2024
<b>OPERATING INCOME:</b>			
6100 Membership Dues	\$ 30,000.00	\$ 38,470.65	\$ 38,000.00
6200 Grants (Operational)	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
6300 Mansion Use	\$ 500.00	\$ -	\$ 500.00
6420 Birdcage Donations	\$ 1,200.00	\$ 2,044.37	\$ 2,000.00
6440 Annual Giving Fund	\$ 27,000.00	\$ 28,153.75	\$ 30,000.00
6500 Other Donations & Gifts	\$ 10,500.00	\$ 11,762.87	\$ 11,500.00
6600 Collections & Archives	\$ 1,000.00	\$ 1,430.00	\$ 1,500.00
6650 Exhibits	\$ -	\$ -	\$ -
6700 Events/Programs (non-fundraising)	\$ 2,500.00	\$ 2,329.00	\$ 3,000.00
6460 Centre Foundation Endowment	\$ 1,500.00	\$ 1,643.00	\$ 1,700.00
6460 Centre Gives	\$ 15,000.00	\$ 15,325.55	\$ 20,000.00
6590 In-Kind Donations		\$ 50.00	
6800 Museum Store	\$ 5,000.00	\$ 11,431.15	\$ 10,000.00
6900 Misc Income	\$ -	\$ 58.69	\$ -
6950 Investment Income Distributions	\$ 8,000.00	\$ 11,296.02	\$ 14,500.00
<i>Investment withdrawal</i>	\$ -	\$ -	\$ -
Net Fundraising Activity	\$ 30,000.00	\$ 23,391.64	\$ 30,000.00
2023 Income over expenses	\$ 23,226.00		\$ -
<b>Total Operating Income</b>	<b>\$ 165,426.00</b>	<b>\$ 157,386.69</b>	<b>\$ 172,700.00</b>

<b>OPERATING EXPENSES:</b>			
<b>8100 Administration Expenses</b>			
8110 Accounting Service	\$ 5,000.00	\$ 3,330.00	\$ 5,000.00
8115 Office Supplies	\$ 4,000.00	\$ 1,493.56	\$ 2,000.00
8120 Postage-General (stamps)	\$ 2,500.00	\$ 1,017.24	\$ 5,000.00
8125 Banking / Credit Card Fees	\$ 1,500.00	\$ 1,653.54	\$ 1,600.00
8130 Printed Materials (non-fundraising)	\$ 8,000.00	\$ 13,797.90	\$ 10,000.00
8140 Professional Fees	\$ 1,000.00	\$ 1,876.17	\$ 1,500.00
8150 Telephone / Internet	\$ 2,000.00	\$ 2,630.49	\$ 2,700.00
8155 Web-Site Hosting	\$ 300.00	\$ 426.09	\$ 450.00
8160 Tech Support	\$ 1,000.00	\$ 986.25	\$ 1,000.00
8170 Advertising (non-fundraising)	\$ 5,000.00	\$ 10,041.35	\$ 4,000.00
8180 License - COG	\$ 120.00	\$ 134.00	\$ 140.00
8100 Admin. Expenses-Other	\$ 200.00	\$ 0.40	\$ 200.00
<b>Total Administration Expenses</b>	<b>\$ 30,620.00</b>	<b>\$ 37,386.99</b>	<b>\$ 33,590.00</b>

**2024 PROPOSED OPERATING BUDGET -- THIS DOES NOT INCLUDE CAPITAL PROJECTS**

<b>8200 Maintenance Expenses</b>			
8210 Furnace Cleaning/Maintenance	\$ 500.00	\$ 150.00	\$ 500.00
8220 Lawn Care	\$ 11,000.00	\$ 13,575.00	\$ 14,000.00
8230 Snow Removal	\$ 1,200.00	\$ 640.00	\$ 1,200.00
8240 Exterior Repairs / Improvements	\$ 7,000.00	\$ 1,607.02	\$ 4,000.00
8250 Fire Extinguisher Service	\$ 200.00	\$ 173.00	\$ 200.00
8260 Garden & Grounds Maintenance	\$ 1,000.00	\$ 2,310.70	\$ 4,000.00
8270 Interior Repairs / Maintenance	\$ 2,000.00	\$ 1,068.61	\$ 2,000.00
8280 Boogersburg School		\$ 23.80	
<b>8200 Total Maintenance Expense</b>	<b>\$ 22,900.00</b>	<b>\$ 19,548.13</b>	<b>\$ 25,900.00</b>

<b>8300 Operational Expenses</b>			
8310 Cleaning Service	\$ 100.00	\$ -	\$ 100.00
8320 Household Supplies	\$ 500.00	\$ 475.02	\$ 500.00
8330 Utilities	\$ 7,000.00	\$ 6,739.28	\$ 7,000.00
8350 Pest Control	\$ 1,000.00	\$ 967.20	\$ 1,000.00
8360 Security System Expense	\$ 450.00	\$ 476.12	\$ 500.00
<b>8300 Total Operational Expenses</b>	<b>\$ 9,050.00</b>	<b>\$ 8,657.62</b>	<b>\$ 9,100.00</b>

8400 Insurance	\$ 8,000.00	\$ 7,743.00	\$ 9,000.00
8500 Total Salaries & Benefits	\$ 69,000.00	\$ 75,471.71	\$ 80,000.00
8600 Collections/Archives Expenses	\$ 4,000.00	\$ 4,731.63	\$ 2,000.00
8650 Exhibit Expense	\$ 500.00	\$ 96.17	\$ 500.00
8700 Events/Programs (non-fundraising)	\$ 10,800.00	\$ 7,390.98	\$ 8,000.00
8800 Museum Store Expenses	\$ 3,000.00	\$ 4,099.55	\$ 4,000.00
8900 Miscellaneous Expenses	\$ 100.00	\$ (664.13)	\$ 100.00
8940 Training	\$ 500.00	\$ 459.36	\$ 500.00
9001 Fundraising Centre Gives		\$ 48.00	
	<b>\$ 95,900.00</b>	<b>\$ 99,376.27</b>	<b>\$ 104,100.00</b>

<b>Total Operating Expenses</b>	<b>\$ 158,470.00</b>	<b>\$ 164,969.01</b>	<b>\$ 172,690.00</b>
---------------------------------	----------------------	----------------------	----------------------

<b>Net Income/Loss</b>	<b>\$ 6,956.00</b>	<b>\$ (7,582.32)</b>	<b>\$ 10.00</b>
------------------------	--------------------	----------------------	-----------------

BYLAWS  
of  
THE CENTRE COUNTY HISTORICAL SOCIETY  
STATE COLLEGE, PENNSYLVANIA  
2/26/2024

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

Our mission is to build a critical understanding of our past, engage the issues of the present and guarantee a future which preserves our history and heritage for a diverse Centre County. To discover, collect, preserve, interpret, educate, advocate, present, and promote the county's history and culture.

SEC. 2 VISION

Centre County Historical Society aspires to enrich the lives of the public by connecting to the stories, people, and events of Centre County through time.

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) Champion the organization and advocate its mission to internal and external stakeholders; (2) facilitate the shaping and carrying out of the organization's strategic priorities; (3) provide broad oversight of the organization's business, activities, and personnel and ensure compliance in furtherance of the mission; (4) work collaboratively with the executive director to achieve organizational success; (5) act as an official spokesperson for the Board and Society; (6) preside at all meetings of the Board of Governors and the Society; (7) ensure the board's directives, policies, and resolutions are carried out; (8) appoint the chairs and members of all standing and special committees; (9) serve as an *ex officio* member of all standing and special committees with the exception of the Nominating Committee; (10) perform other duties customarily pertaining to the office of President.

### SEC. 2 DUTIES OF THE VICE PRESIDENT

(1) Preside at meetings of the Board or Society in the absence of the President; (2) champion the organization and advocate its mission to internal and external stakeholders; (3) carry out additional responsibility and duties assigned or delegated by the President; (4) assist Executive Director as requested/needed; (5) perform other duties customarily pertaining to the office of Vice President.

### SEC. 3 DUTIES OF THE SECRETARY

(1) Record the minutes of meetings of the Board and Society; (2) provide copies of Board and Society meeting minutes to the Executive Director in a timely manner; (3) champion the organization and advocate its mission to internal and external stakeholders; (4) preside at meetings of the Board and Society in the absence of the President and Vice President; (5) carry on general correspondence pertaining to the Board or Society as directed or delegated by the President; (6) maintain an updated file of the policies and procedures enacted by the Board and Society on an annual basis - the report of these will be delivered to the board at the Annual Meeting; (7) 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; (8) perform other duties customarily pertaining to the office of Secretary.

### SEC. 4 DUTIES OF THE TREASURER

(1) Oversee the funds of the Society and keep an up-to-date record of income, expenditures, and balances; (2) serve as an *ex officio* member of the Budget and Finance Committee and the Development Committee and assist said Committees in developing proposals for annual operating budgets; (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 or Society; (4) oversee the preparation and submission of all required tax returns; (5) oversee the annual compilation, review, or audit as required by the Pennsylvania Department of State Bureau of Corporations and Charitable Organizations. (6) champion the organization and advocate its mission to internal and external stakeholders; (7) preside at meetings of the Board and Society in the absence of the President, Vice President, and Secretary; (8) perform other duties customarily pertaining to the office of Treasurer.

## 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

12/5/1985; 12/4/1988; 12/6/1992; 1/25/2004; 7/29/2007; 7/26/2021, 2/27/2024

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

12/5/85; 12/4/88; 12/6/92; 1/25/04; 7/29/07; 7/26/21