

**BY-LAWS  
OF  
THE NORTHAMPTON TOWNSHIP HISTORICAL SOCIETY  
Richboro, Bucks County, PA 18954**

**ARTICLE I -- NAME AND PURPOSE**

**Section 1 (Name):**

**The name of the organization shall be THE NORTHAMPTON TOWNSHIP HISTORICAL SOCIETY.**

**Section 2 (Incorporation):**

- **The date of incorporation was February 18, 1975. The term of said corporation shall be perpetual.**
- **The corporation is organized upon a non-stock basis.**
- **Said corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 c (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).**

**Section 3 (Purpose):**

**The Northampton Township Historical Society is organized exclusively for education, research, and preservation.**

**The purpose of this organization is:**

- **To promote the interest of residents of the township and the general public in the historical heritage of Northampton Township in Bucks County, the Commonwealth of Pennsylvania, and America in general.**
- **To preserve, acquire and hold land, buildings, artifacts, documents and other items having historical and/or architectural value.**
- **To encourage research, study, preparation of written reports and/or books on such subjects and the publication thereof.**
- **To encourage residents of the township and the general public to preserve lands, buildings, artifacts, and documents having historical importance.**
- **To solicit monies from the general public, as well as from members, to accomplish these purposes.**

**The organization does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net receipts of the Society shall inure to the benefit of, or be distributable to its members, directors, or other private persons. However, the Society shall be authorized to pay reasonable compensation for services rendered and to make expenditures to acquire, hold and preserve real and personal property in furtherance of any of these purposes.**

**Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the corporation exclusively for the purposes of the corporation in**

such manner, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 c (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Bucks County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE II -- MEMBERSHIP**

### **Section 1 (Eligibility for Membership):**

Any individual, corporation, or unincorporated association, whether a resident of Northampton Township in Bucks County, Pennsylvania, and whether a citizen of the United States, shall be eligible for membership in the Society.

Membership is granted after completion and receipt of a membership application and annual dues.

For purposes of determining whether a quorum is present and for purposes of voting, as well as where used elsewhere, a "member" shall mean each individual person, no matter into what "class of membership" he or she may fall, so that each individual person within a single class, such as a family membership, shall be entitled to one vote or shall constitute one member for the aforesaid purposes, except that any child under the age of 12 years shall not be so counted.

All persons becoming members by midnight of July 4, 1974, shall be listed as charter, founding members of the Society. Their names, in alphabetical order, shall be attached to the permanent file copy of the Bylaws and the articles of incorporation of this Society. The members eligible for charter membership must have advised the Society by midnight of June 1, 1975, how his, her, or their name or names shall appear on such lists.

No officer, director, employee (if any), nor member of the Society shall release or furnish the membership lists of the Society to any person, agency, or other organization without the authorization of the Board of Directors or, in case of emergency, the approval of the President.

### **Section 2 (Dues):**

The dues of the Society and classes of same will be set by majority vote of the Board of Directors, and will be revised periodically, dependent on economic conditions and need. Continued membership is contingent upon being up-to-date in payment of membership dues.

**Section 3 (Non-voting membership):**

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

**ARTICLE III -- MEETINGS OF MEMBERS**

**Section 1 (Annual Meeting):**

The annual Society meeting of the membership shall be held in the month of November on such date and time and at such place determined by the Board of Directors. Written notice of the place, date and hour of the annual meeting, whether in November or any other month, shall be given to every member of the Society by mailing such notice at least FIFTEEN (15) DAYS prior to the scheduled meeting date. The notice shall also list the names of candidates for officers and directors selected by the Nominating Committee and, in addition, any questions, transactions, decisions, or other matters, which will require the vote of the membership and is not included in the ordinary course of business of the meeting.

In the event that the Board of Directors shall determine the annual meeting should be held in a month other than November, written notice of such change shall be given to all members at least SIXTY (60) DAYS prior to November first of the year in which the change shall become effective, and at least THIRTY (30) DAYS prior to the scheduled date of such rescheduled meeting.

**Section 2 (Regular Meetings):**

In addition to the annual meeting, there shall be a minimum of **THREE (3)** other meetings of the membership in each calendar year. Meetings shall be scheduled by the Board of Directors. Written notice of the place, date and hour of the regular meetings, shall be given to every member of the Society by mailing such notice at least FIFTEEN (15) DAYS prior to the scheduled meeting date.

**Section 3 (Quorum):**

A quorum at a regular or general membership meeting shall consist of at least **TWENTY (20)** members of the Society in attendance or by proxy. The number establishing a quorum may be changed as needed as an amendment to these bylaws with a vote of **THREE-FOURTHS** of the Board of Directors, and not subject to the requirements of Article XIII.

**Section 4 (Voting):**

At all regular or special meetings of the membership, votes shall be viva voce, except for the election of officers and directors, which shall be by secret written ballots, unless there shall be only **ONE (1)** candidate for the particular office.

Each member shall be entitled to one vote on any question or for any office open for election, as outlined Article II, section 1, above.

At any regular or special meeting of the membership, any question may be voted upon by secret ballot if a majority of those present so votes.

As to all votes by ballot, the Chairman of such meeting shall, prior to the balloting, appoint a committee of THREE (3) persons who shall serve as Inspectors of Election and who shall, at the conclusion of such balloting, certify in writing to the Chairman of the meeting the results of the vote. The certified copy shall be affixed to the minutes of that meeting.

No Inspector of Election shall be a candidate for office at the election in which he or she participates as such Inspector.

#### **Section 5 (Special Meetings):**

Special meetings of the membership may be called by the President, or by the Board of Directors upon the affirmative vote therefore by at least THREE (3) members of the Board of Directors, when such a meeting is deemed in the best interests of the Society. At least SEVEN (7) Days notice in writing shall be given to the membership. However, in the event of an emergency, written receipt of notice may be waived by the membership. The notice shall state the reason or reasons for the call of the special meeting, the business to be transacted, and the calling officer or body. Except by approval of all members present, no other business except that specified in the notice shall be transacted in the designated special meeting.

### **ARTICLE IV -- BOARD OF DIRECTORS**

#### **Section 1 (Board Role, Size, and Compensation):**

The business of this Society shall be managed by a Board of Directors, which shall consist of FOUR (4) officers as set forth in Article V, who shall also be members of the Board of Directors by virtue of their office, and THREE (3) additional Directors, for a total of SEVEN (7) members. The officers and directors shall all be residents of Northampton Township in Bucks County, the Commonwealth of Pennsylvania, and citizens of the United States of America. However, no officer or director shall receive compensation for his/her services.

#### **Section 2 (Terms):**

The officers and directors shall be elected at the annual meeting and shall serve for a term of TWO (2) years and terminating at the conclusion of the annual meeting two years from election. The term of office of a member of the Board of Directors shall be limited to no more than TWO (2) consecutive terms of TWO (2) years each as such director. Anything herein notwithstanding, however, such restrictions upon re-election shall not apply to appointment to the Board to fill a vacancy on such Board, or to election as an officer.

#### **Section 3 (Meetings and Notice):**

The Board of Directors shall meet at least quarterly, one month prior to the regular and annual meetings, at an agreed upon time and place. An official board meeting requires that each board member have notice at least two weeks in advance.

The Board may make such rules and regulations covering its meetings as it may determine necessary. Such rules and regulations shall be adopted by a majority of the total Board.

**Section 4 (Quorum):**

A quorum of a meeting of the Board of Directors shall consist of a minimum of FIVE (5) members of the Board, counting officers.

**Section 5 (Voting):**

Each Director shall be entitled to one vote upon any question, election or appointment. There shall be no cumulative voting nor may any voting be done by proxy, except that if there shall be an affirmative vote of at least two-thirds of the total Board membership at a meeting prior to the meeting at which the vote shall be taken authorizing voting by proxy, then voting by proxy shall be allowed for that meeting only.

**Section 6 (Vacancies):**

Vacancies on the Board of Directors shall be filled by appointment by the President, subject to confirmation by a majority vote of the entire Board. The appointee shall serve for the balance of the un-expired term of the member whom he or she is replacing.

**Section 7 (Resignation, Termination, and Absences):**

Resignation from the Board of Directors must be in writing and received by the President. A board member shall be terminated from the board due to excess absences, more than THREE (3) unexcused absences in a year. A board member may be removed for other reasons by a TWO-THIRDS vote of the remaining directors. The removal of any officer shall require a vote of THREE-FOURTHS of the voting general membership where a quorum has been established at a special or regularly scheduled meeting.

**Section 8 (Special Meetings):**

Special Meetings of the Board of Directors shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent by the President or Secretary to each board member at least ONE (1) week in advance.

**Section 9 (Powers and Authority):**

The Board of Directors has the power to recommend amendments to the Articles of Incorporation and Bylaws.

**ARTICLE V -- OFFICERS**

**Section 1 (Elected Officers):**

The officers of the Society shall be residents of Northampton Township in Bucks County, the Commonwealth of Pennsylvania, and also citizens of the United States of America. There shall be the following officers: President, Vice President, Secretary, and Treasurer.

### **Section 2 (Election of Officers):**

**The officers shall be elected at the annual meeting. They shall be members of the Board of Directors ex-officio. They shall serve for a term of TWO (2) years, commencing at the close of the annual meeting at which they are elected and terminating at the conclusion of the annual meeting two years from election. Officers shall be eligible to succeed themselves but shall not be permitted to serve more than TWO (2) consecutive terms in that office.**

### **Section 3 (Vacancies):**

**Vacancies for officers shall be filled by appointment by the President, subject to confirmation by a majority vote of the entire Board of Directors. The appointee shall serve for the balance of the un-expired term of the officer whom he or she is replacing.**

### **Section 4 (Duties):**

**The officers shall have the following duties:**

- **PRESIDENT:** Shall preside at all meetings of the Board of Directors and Membership meetings and shall have general supervision of the work of the Board of Directors, and appoint the chairmen of all standing and special committees. The President shall be entitled to vote on any issue as a Director. In the event of a tie vote, the President shall have the further power to re-vote and to change his/her vote if he/she should desire to do so to break a tie.
- **VICE PRESIDENT:** Shall perform the duties of the President in the absence, temporary disability, or resignation of the President, with all the rights, privileges and powers of the President at such times, This officer shall be a member of the Program Committee, ex-officio.
- **SECRETARY:** Shall keep an accurate and permanent record of the proceedings of the meetings of the Board of Directors, the annual meeting, and other membership meetings. The Secretary shall perform the duties associated with that office. This officer shall submit the minutes of the previous Board meeting to the President and members of the Board of Directors at least TWO (2) weeks in advance of the succeeding meeting. The Secretary shall also conduct the correspondence of the Board of Directors, receive all communications to the Board, and report on same.
- **TREASURER:** Shall receive all monies and shall deposit them in such banks as shall be designated by the Board of Directors, shall pay all bills after they have been approved by the President, or Vice President, or as otherwise stated in these By-Laws. The Treasurer shall present a report at each Board meeting, and at the annual and regular meetings of the membership, and shall submit the books annually for audit. The fiscal year shall be the

calendar year January 1 to December 31. This officer shall be a member of the Budget Committee, ex-officio.

The Treasurer or any other person entrusted with the handling of funds or property of the organization shall, at the discretion of the Board of Directors, furnish, at the expense of the organization, a fidelity bond approved by the Board in such sum, as the Board shall prescribe.

#### **ARTICLE VI -- CONFLICT OF INTEREST**

No director shall maintain substantial personal or business interests which conflict with those of the organization. Any director, officer, employee, or committee member having an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall give prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation, and whether a quorum was present.

#### **ARTICLE VII -- INDEMNIFICATION**

Every member of the Board of Directors, officer, or employee of the organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which he or she may become involved by reason of his or her being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his or her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

#### **ARTICLE VIII -- NOMINATING COMMITTEE**

At least THREE (3) months prior to the annual meeting, the President, with the concurrence of the Board of Directors, shall appoint a Nominating Committee of at least THREE (3) persons and not more than FIVE (5), who shall present the names of candidates for officers and directors at the next annual meeting of the Society.

**The Nominating Committee's report shall be filed with the Board of Directors at least THIRTY (30) days prior to the annual meeting.**

**The report of the Nominating Committee shall be communicated to the membership with the notice of the annual meeting.**

#### **ARTICLE IX -- EMPLOYEES**

**The Board of Directors shall have the authority to hire and fix the compensation of any and all employees, which they, in their discretion, may determine to be necessary in the conduct of business of the Society.**

#### **ARTICLE X -- STANDING COMMITTEES**

##### **Section 1 (Committee Formation):**

**All committee chairmen will be appointed by the President. Their term shall be for a period of TWO (2) years or less, if terminated by the President or by action of a majority of the Board of Directors, or by the President, with the concurrence of the Board of Directors, if the need arises. The President by virtue of his/her office will be an ex-officio member of all standing committees. The Chairman of every committee shall furnish to the President information concerning matters, which may require a vote by the Board of Directors or membership at least TWO (2) weeks prior to the next meeting of the Board of Directors.**

##### **Section 2 (Executive Committee):**

**The four officers and three directors serve as the members of the Executive Committee, also named Board of Directors, and shall abide by all powers and authority outlined in Article IV and V.**

##### **Section 3 (Standing Committees):**

**The following committees are standing committees:**

- 1. Program**
- 2. Historical Research and Preservation**
- 3. Membership**
- 4. Education**
- 5. Library Liaison and Historical Artifacts**
- 6. Ways and Means**
- 7. Budget**
- 8. "Living Tree Award"**
- 9. Bylaws**
- 10. Social Committee**

**New standing committees may be created from time to time by the President, with the concurrence of the Board of Directors, dependent upon need. The President may appoint a special committee at any time for a special purpose without the requirement of Board approval.**

## **ARTICLE XI -- GIFTS /ACQUISITIONS**

Acceptance by the Society of gifts of land or other real estate property of any value, artifacts, or any other gifts exceeding \$1, 000 in estimated or appraised valuation, shall require approval by a **TWO THIRDS** vote of the Board of Directors of this Society before such gift is transferred to the ownership and custody of the organization., The donor will be apprized of this provision in the By-laws as a condition of acceptance as soon as possible after the offer of the gift has been made. Such notification shall be made by the President or another officer delegated that responsibility by the President.

In addition to the above provision, any gift, which requires the outlay of funds by the Society in excess of **TWO HUNDRED AND FIFTY (\$250) DOLLARS**, as a condition of receipt and/or ownership, shall require the affirmative vote of a majority of the Board of Directors. If the gift shall require the outlay of **ONE THOUSAND (\$1, 000) DOLLARS** or more, the acceptance shall require the affirmative vote of a majority of the Board and voting at a regular or special meeting of the membership by a majority of the members present after **FIFTEEN (15) Days** written notice of the proposed acceptance of the gift.

## **ARTICLE XII -- LIMIT ON EXPENDITURES AND CONTRACTS**

Except for items in an approved budget, grant, or bequest funds, **NO EXPENDITURES** exceeding the sum of **FIVE HUNDRED (\$500) DOLLARS**, nor a total of expenditures exceeding **ONE THOUSAND (\$1000) DOLLARS** within any calendar year, shall be made, nor contracts in excess of such sums entered into without the approval of a majority of the general membership at a general or special meeting. Written notice of the proposed expenditure, or expenditures, shall not be required in advance at a general meeting, but shall be required at least **FIFTEEN (15) days** in advance of a special meeting.

## **ARTICLE XIII -- AMENDMENTS**

These Bylaws may be amended by the following procedure. Any proposed amendment shall be first submitted to the Board of Directors. If the Board of Directors shall approve such proposed amendment, it shall then be submitted to the membership at a regular or special meeting. At the next or at a later meeting of the membership, after **FIFTEEN (15) DAYS** written notice to all registered members advising that the proposed amendment shall be voted upon. The amendment shall become effective if it receives the affirmative vote of at least **FIFTY-ONE (51%) PERCENT** of the members voting at said meeting.

**Northampton Township Historical Society  
RESOLUTION**

The meeting of the Board of Directors was held on February 10, 2004, at 7 p.m. in the office of *Paist And Noe*, Mallard Creek, Richboro, Pennsylvania, 18954.

All members of the Board of Directors were provided with a copy of the existing Bylaws and the newly proposed Bylaws.

All members of the Board of Directors unanimously approved the proposed Bylaws.

On January 20, 2004, written notice was mailed to all registered members advising that the proposed amendments to the Bylaws would be voted upon at the next regularly scheduled general meeting on March 17, 2004.

On March 17, 2004, there were \_\_\_\_\_ members present at the regularly scheduled general meeting. \_\_\_\_\_ voted in favor of approving the amendments to the Bylaws. This represents at least 51% of the total members voting at the meeting.

As a result, upon motion, duly made and seconded, it was **RESOLVED**, that the Bylaws of Northampton Township Historical Society be amended, effective March 17, 2004 in the form attached hereto.

President: Deborah I. Glessner \_\_\_\_\_

Vice President: Mary B. Seader \_\_\_\_\_

Secretary: Sylvia Amato \_\_\_\_\_

Treasurer: Michael Tomkins \_\_\_\_\_

Director: Douglas S. Crompton \_\_\_\_\_

Director: Jean Gallagher \_\_\_\_\_

Director: Elizabeth Cornell Luff \_\_\_\_\_