

BY -LAWS
ECKLEY MINERS VILLAGE ASSOCIATES
ECKLEY, PENNSYLVANIA

ARTICLE 1

Name

1.1 The Name of this corporation shall be Eckley Miners Village Associates.

ARTICLE 2

Objectives and Functions

2.1 **Objectives.** The object of the Eckley Miners Village Associates shall be to promote, preserve, and interpret the history of the anthracite region of Northeastern Pennsylvania in the support of the PHMC and its facility, Eckley Miners Village as outlined by agreement/contract with PHMC.

2.2 **Functions.** The Functions of the Eckley Miners Village Associates shall be to operate as a non-profit corporation to assist with historical research and the installation of exhibits; the development and implementation of special educational programs; the restoration of historic structures and conservation of historic artifacts and the historic landscape; and to aid in the promotion, development, and maintenance of a museum or museums, village or villages, and gift shops in connection therewith in the historic village of Eckley in the support of the Pennsylvania Historical and Museum Commission.

ARTICLE 3

Membership

3.1 **Number and Dues.** The Corporation shall have six classes of membership consisting of Individual; Family; Contributor; Sponsor; Benefactor; and Patron. Dues, if any, for each membership class shall be determined annually by the Board of Directors. Any member in arrears one (1) year or more shall be considered not in good standing and shall be automatically dropped from membership

3.2 **Requirements for Membership.** The Directors may establish any additional criteria for Membership. The board of Directors has the authority to deny membership.

3.3 **Regular Meetings.** Meetings shall be held as determined by the Directors.

3.4 **Annual Meetings.** A general membership meeting shall be called annually by the Board of

Directors for no later than December 1st of each year.

3.5 Special Meetings. Special membership meetings can be called by the President or by the Board of Directors or at the written request of 10% of the Membership. . The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven (7) days' notice shall be given.

3.6 Quorum. A majority of those Members present at a meeting shall constitute a quorum for the transaction of business at any meeting. The acts of a majority of Members voting shall be deemed to be the acts of the Members.

3.7 Voting. Each Member shall be entitled to one vote in Record Form as defined in Section 14.1(b) below, in person, by ballot, by mail or by proxy in accord with Section 3.8. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or in Record Form if determined by the Board of Directors and a designation of the means of voting is sent with notice of the question to be voted upon.

3.8 Voting by Proxy. Any absent Member eligible to vote at any meeting of Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney in fact. Such proxy shall be executed or authenticated by the Member or the Member's duly authorized attorney-in-fact and filed with or transmitted to the Secretary of the Corporation or its designated agent. An email, internet communication or other means of electronic transmission from a member or attorney-in-fact or a photographic, facsimile or similar reproduction of a writing executed by a Member or attorney-in-fact may be treated as properly executed or authenticated for purposes of this paragraph, and shall be so treated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Corporation to the Member for the purposes of a particular meeting or transaction. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Corporation or its designated agent in writing or by electronic transmission. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, notice of such death or incapacity is given to the Secretary of the Corporation.

3.9 Unanimous Consent of Members in Lieu of a Meeting. Any action that may be taken at a meeting of Members may be taken without a meeting if a consent or consents setting forth the action to be taken shall be provided in writing by a majority of all Members who would be entitled to vote thereon at a meeting at which all Members entitled to vote were present and voting] and shall be filed with the Secretary of the Corporation.

3.10 Electronic Meetings. A meeting of Members may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions to the Directors or others, make appropriate motions and comment on the business of the meeting. Such meeting need not be held at a particular geographic location.

3.11 Expulsion from Membership. Any Member may be expelled from Membership, with or without the assignment of any cause, upon a majority vote of all Members or Directors present at a duly convened meeting of the Members or Directors as the case may be, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting. No Member shall

be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

ARTICLE 4

Board of Directors

4.1. Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act.

In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by terms of the charter of this corporation, their agreement/contact with PHMC and elsewhere in these By-Laws, the following specific powers are expressly conferred on the Board of Directors:

- i. To purchase or otherwise acquire for the corporation any property, right or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient;
- ii. To appoint, hire, remove, or suspend employees or agents; to determine their duties and affix their salaries; to determine who shall be authorized, on behalf of this corporation;
- iii. To sign notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments;
- iv. To delegate any of the powers of the Board to any standing committee, special committee, or to any officer, employee, or agent of the corporation, with such powers as the Board may see fit to grant; generally;
- v. To do all such lawful acts and things and to have all that authority and all those powers allowed it under- law and as are not by law, or by charter, or by these By-Laws directed or required to be done by the members.

4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Pennsylvania.

4.3 Number Election and Terms of Directors. The Board of Directors shall be composed of no less than nine (9) nor more than fifteen (15) members. The Board of Directors shall be elected by ballot to serve for three (3) years or until their successors are elected, and their term of office shall begin on January 1st following the annual meeting at which they are elected.

4.4 Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of Directors in office, or of Members present, at a duly convened meeting of the Board or Members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director may be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.5 Attendance. Any Director who fails to attend three (3) successive regular meetings of the Board of Directors may be deemed a member not in good standing and shall, upon being so deemed, forfeit the right to continue as a Director.

4.6 Quorum. A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at

which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

4.7 Vote. Every Director shall be entitled to one vote.

4.8 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a written consent or consents setting forth the action so taken shall be submitted by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.9 Annual Meeting. The annual meeting of the Board shall be held at the meeting following the annual meeting of the Members.

4.10 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board. The Board of Directors shall meet at least quarterly.

4.11 Special Meetings. Special meetings of the Board may be called by President or by three (3) members of the Board at any time. At least five days written notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

4.12 Teleconference Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

4.13 Evaluation. The Directors shall at least every other year evaluate their own performance and the composition of the Board in terms of the skills, experience, diversity, and contributions of its members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

4.14 **The Executive Director of PHMC shall appoint a representative of the PHMC to serve at all functions of the Board of Directors to facilitate Museum Operations.**

4.15 Honorary Members of the Board. The Board of Directors may appoint Honorary Members of the Board of Directors in recognition of exemplary service to the corporation and its projects. These Honorary Members shall have none of the obligations of the Board, but shall be entitled to all of the privileges except those of making motions and of voting.

ARTICLE 5

Officers

5.1 Position, Election, Term. The Officers of the corporation shall be a President, a Vice-President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. These Officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the corporation. The officers shall be elected by the board of directors by ballot to serve for one (1) year or until their successors are elected, and their term of office shall begin on January 1st. Every officer shall continue in office and exercise the powers of the office until a successor is elected or until their term of office is terminated by action of the Board of Directors.

5.2 Consecutive Terms. No member shall be eligible to serve more than three (3) consecutive

full terms in the same office.

5.3 Duties

- a) The President shall be the chief executive officer of the corporation, and shall preside at all meetings of the membership and the directors; shall have the general authority and those powers relative to the corporation as allowed under law; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers to any other officer or officers of the corporation, except as may be by statute exclusively conferred on the President. The President shall execute bonds, mortgages, and other documents requiring a seal, under the seal of the corporation, and shall also serve as an ex-officio member on all committees.
- b) The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required.
- c) The Secretary shall attend all sessions of the Board of Directors and all meetings of the membership and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the membership of the Board of Directors, and shall perform such duties as may be prescribed by the Board of Directors or the President. The Secretary shall keep in safe custody all the books and records of the corporation, and the corporate seal, and, when authorized by the Board, to affix the same to any instrument requiring it.
- d) The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in the manner authorized by the Board of Directors. The Treasurer shall render to the President and the Board of Directors an account of all transactions and a report of the financial condition of the corporation at the regular meetings of the Board, or whenever they may require it.
- e) The Assistant Secretary shall act in all cases for and as the Secretary in the latter's absence or incapacity.
- f) The Assistant Treasurer shall act in all cases for and as the Treasurer in the latter's absence or incapacity.

5.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

ARTICLE VI

Committees

6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation and/or members in good standing. Any such committee, to the extent provided in the resolution of the Board forming the committee, shall have and may exercise any of the

powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- a) The filling of vacancies on the Board.
- b) The adoption, amendment or repeal of the Bylaws.
- c) The amendment or repeal of any resolution of the Board.
- d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation. The President shall be an ex-officio member of all committees.

6.2 Appointment to Committees. Unless otherwise determined by the Board or set out in these Bylaws, the President shall have the power to appoint and remove members and chairs of all committees.

ARTICLE VII

Elections

7.1 Governance/Nominating Committee.

- a) No later than September 1st, the President shall appoint a Governance/Nominating Committee to submit nominations for the purpose of filling open Board positions during the current year to be presented to the general membership.
- b) The President shall also direct a Governance/Nominating Committee to submit nominations for the purpose of filling Board positions as they become open to be presented to the general membership at its annual meeting.
- c) The President shall also direct a Governance/Nominating Committee to submit nominations for the purpose of filling four (4) officer positions to be presented to the board at its first meeting following the annual meeting.
- d) The General Membership shall be given written notice of Board nominations with its annual meeting notice which shall be thirty (30) days' notice before the general membership annual meeting.
- e) The election results by any approved procedures will be made public at the Annual Meeting.

7.2 Monitoring Elections. If necessary, the President shall appoint a Judge of Election from the general membership to monitor and count the votes.

ARTICLE 8

Resignations and Vacancies

8.1 **Resignations.** Any Member, Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

8.2 **Filling Vacancies.**

- a) If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the [Members] [Directors in office] may choose a person or persons who may serve as a Director for the remainder of the applicable term.
- b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.
- c) If at any time there shall be no Members, the Directors may select a person or persons who shall become the Members of the Corporation for purposes of fulfilling the obligations of the corporation under these bylaws.

ARTICLE 9

Meetings and Notice

9.1 **Place of Meetings.** Meetings may be held at such place within or without Pennsylvania as the Board may from time to time determine. Meetings of Members may be held without geographic location as provided in Section 3.10 above.

9.2 **Notice.** Whenever notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's address appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice, or by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Corporation for the purposes of notice. Notice by mail or courier shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery. Notice by facsimile, email or other electronic communication shall be deemed to have been given when sent. Such notice shall specify the day, hour and geographic location, if any, of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted.

9.3 **Waiver of Notice.** Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 10

Liability and Indemnification

10.1 General Rule. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

- a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and
- b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

10.2 Indemnification. The Corporation shall indemnify any officer or Director [or any employee or representative] who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether or not by, or in the right of, the Corporation) (a “Proceeding”), by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such 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 interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

10.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties 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 directors so directs, by independent legal counsel in a written opinion; or

c) by the Members.

10.4 Advancement of Expenses. The Corporation shall advance expenses incurred by an officer or Director [employee or representative] who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

10.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

10.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE 11

Amendments

11.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended only by a majority of all Members at any duly convened meeting of Members after not less than 10 days written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

11.2 Bylaws. The Bylaws may be amended by a majority of all Members at any duly convened meeting of Members or, to the extent allowed by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 12

Dissolution

12.1 Use of Funds. The corporation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and in the agreement with the Pennsylvania Historical and Museum Commission, and no part of said funds shall inure, or be distributed to, the members of the corporation.

12.2 Disposal of Assets. Upon the dissolution of the corporation, after paying or making provision for the payment of all the liabilities of the corporation, all of the assets of the corporation shall be disposed exclusively for the purposes of the corporation in such manner, or to such corporation or corporations organized and operated exclusively for charitable, educational, religious and /or scientific purposes as shall at the time qualify as an exempt corporation or corporations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Service Law), or qualify as a 170 b entity, 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 the Court in which the

principal office of the corporation is then located, exclusively for such purposes or to such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes. The Pennsylvania Historical and Museum Commission qualifies as aforesaid for the receipt of the distributable assets of the corporation at the time of its dissolution, all of such distributable assets shall be distributed to the Pennsylvania Historical and Museum Commission as per agreement/contract with PHMC.

ARTICLE 13

Parliamentary Authority

13.1 Rules of Order The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the corporation, in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the corporation shall adopt.

ARTICLE 14

Miscellaneous

14.1 Definitions.

Written. Whenever a written document or written action is required by these Bylaws, it shall be sufficient if such document is provided or action is taken in Record Form.

Record Form. "Record Form" means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.

- a) Sign or Signature. Whenever these Bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and (1) manually signs or adopts a tangible symbol or (2) attaches to, or logically associates with, information in Record Form an electronic sound, symbol or process.

14.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

14.3 Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.

14.4 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

14.5 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

14.6 Subventions. The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.

14.7 Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Pennsylvania ____."

The foregoing By-Laws of the Eckley Miners Village Associates were duly approved and adopted at the annual meeting held month/day/year.