

1 **BY-LAWS OF THE EVANGELICAL AND REFORMED HISTORICAL SOCIETY**

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4 **ARTICLE I – NAME**

5
6 The name of this body is The Evangelical and Reformed Historical Society.

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8 **ARTICLE II – PURPOSE**

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10 The purpose of The Evangelical and Reformed Historical Society shall be to stimulate
11 and cultivate interest in the heritage of the former (German) Reformed Church in the
12 United States, the former (German) Evangelical Synod of North America, and the former
13 Evangelical and Reformed Church; to collect, preserve, organize, and make accessible
14 historical material of the national and regional judicatories, local churches, prominent
15 leaders, pastors, and missionaries of these denominations; and to maintain cooperative
16 relationships with all groups interested in the stimulation, cultivation, collection, and
17 preservation of church history.

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19 **ARTICLE III – OFFICES AND SEAL**

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21 1. The registered office of The Evangelical and Reformed Historical Society shall be at
22 555 West James Street, Lancaster, Pennsylvania.
23
24 2. Offices to maintain appropriately the purposes of the Society shall be determined by
25 action of the Board of Directors.
26
27 3. The Corporate Seal of The Evangelical and Reformed Historical Society shall have
28 inscribed thereon the name of the Society, the year of the organization, and the
29 words “Corporate Seal, Pennsylvania.”
30

31 **ARTICLE IV – MEMBERSHIP**

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33 1. Membership in the Society shall be open to all persons and institutions interested in
34 promoting the purposes of the Society and who pay annual dues.

1 2. Membership dues and service fees shall be determined annually by the Board of
2 Directors and communicated to the membership and the public.

3
4 3. Termination of membership in the Society may be by withdrawal or default of annual
5 dues payment. At the discretion of the Board of Directors, membership may be
6 terminated after two consecutive years of non-payment of dues.

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8 ARTICLE V – MEETINGS OF THE MEMBERSHIP
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10 1. The time and place of the meeting (s) of the membership shall be determined by the
11 Board of Directors. The Society shall meet at least annually. To encourage the fostering
12 of the purposes of the Society and to recognize geographical diversity of its members, the
13 Society shall attempt to meet at various locations. The date, place, and time of meetings
14 of the membership shall be communicated in writing or electronically at least six months
15 in advance of the meeting date.

16
17 2. A duly called meeting of members shall not transact business unless a quorum is present.
18 Those active members present at a meeting will constitute a quorum.

19 3. Meetings of the Society shall include an agenda, and *Robert's Rules of Order* (latest
20 edition) shall be used to facilitate order and business.

21
22 4. Every member present at a duly called meeting of the Society has one vote.

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24 5. In particular circumstances, the Board of Directors may request the membership to vote
25 by mail ballot, according to *Robert's Rules of Order* (latest edition).

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27 ARTICLE VI – DIRECTORS
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29 1. The business and affairs of this Society shall be managed between annual meetings by its
30 Board of Directors, who shall be members of this Society. They shall be elected by the
31 members at the annual meeting of members of the Society, and each director shall be
32 elected for the term of three years, renewable twice.

1 management of the affairs of the Society and shall see that all orders and resolutions of
2 the Board and membership are carried out in a timely manner. The President shall
3 execute bonds, mortgages, and other documents requiring a seal, under the seal of the
4 Society. The President shall be *ex officio* a member of all committees except the
5 Nominating Committee and have the general powers and duties of supervision and
6 management usually vested in the office of President.

7
8 3. The Vice President shall act in all cases for and as the President in the President's
9 absence or incapacity and shall perform such other duties as may be required.

10
11 4. The Secretary shall attend all sessions of the membership and Board and act as clerk
12 thereof; shall record all votes of the Society and the minutes of all transactions in
13 written form; shall provide the membership and the Board with appropriate copies of all
14 minutes; and shall perform other duties as may be prescribed by the membership or the
15 Board. The Secretary shall give due notice of all meetings of the membership and of the
16 Board.

17
18 5. The Treasurer shall have oversight of the custody of the corporate funds and securities
19 and shall keep full and accurate accounts of receipts, disbursements, and other fiscal
20 activity and render to the membership and Board a complete accounting of transactions
21 and the financial condition of the Society according to generally accepted procedures of
22 financial record-keeping and accounting. The Treasurer shall keep in safe custody the
23 Corporate Seal of the Society and, when authorized by the membership or the Board,
24 shall affix the same to any instrument requiring the seal.

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26 **ARTICLE VIII – VACANCIES**

27 1. If any office becomes vacant for any reason, the Board of Directors may choose a
28 successor or successors, who shall hold office for the unexpired term.

29
30 2. Vacancies in the Board of Directors may be filled by the majority of the remaining
31 members of the Board until the next annual meeting of the Society or at a special meeting

1 of the Society, when a vacancy or vacancies of the Board may be filled by election of the
2 membership.

3
4 ARTICLE IX – BOOKS AND RECORDS
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- 6 1. The Society shall keep an original or duplicate record of proceedings of the membership
7 and the Directors; the original or a copy of its By-Laws, including all amendments
8 thereto to date, certified by the Secretary of the Society, and an original or a duplicate
9 membership register, giving the names of the members, their respective addresses, or if
10 the membership deems proper, electronic mail or other technological access information
11 of the membership.
12
- 13 2. The financial and minute records of the Society shall be open to all Society members
14 who are in good standing. Official records, financial and otherwise, may be copied,
15 but the originals may not be destroyed, defaced, or removed from the stated location.
16

17 ARTICLE X - TRANSACTION OF BUSINESS
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- 19 1. The Society shall make no purchase of real property, nor sell, mortgage, or lease away or
20 otherwise dispose of its real property unless authorized by a vote of at least two-thirds of
21 the Board of Directors. Unless otherwise restricted by these By-Laws, no vote or consent
22 of the members shall be required to make effective such action by the Board.
23 If the real property is subject to a trust, the conveyance away shall be free of trust, and the
24 trust shall be impinged upon the proceeds of such conveyance.
- 25 2. Whenever the lawful activities of the Society involve, among other things, the charging
26 of fees or costs for services it renders or provides, the Society shall have the right to
27 receive such income and, in so doing, may receive incidental profit. All
28 incidental profits shall be applied to the operation of the Society and in no case shall
29 be divided in any manner among members, Directors, or Officers of the Society.
30

3. All checks or demands for money and notes of the Society shall be signed by an officer or a person or persons designated by the Board of Directors.

XI- ANNUAL REPORT

The annual report shall include the report of the President, the Archivist, the Minutes of the last annual meeting, the Financial Report, and major actions of the Board of Directors.

ARTICLE XII - MISCELLANEOUS PROVISIONS

1. The fiscal year of the Society shall be the calendar year.
2. So long as the Society shall continue to be organized on a non-stock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the Directors in accordance with the provisions of the current non-profit corporation laws. All contributions above the amount of annual dues and in accordance with IRS regulations shall be acknowledged by the Administrative Assistant under the signature of the President.
3. The Board of Directors, by action, may authorize the Society to accept subventions from members or non-members of the Society on terms and conditions consistent with the provisions of non-profit corporation law.

ARTICLE XIII – AMENDMENTS

1. The By-Laws may be adopted, amended, or repealed during the business meeting of the whole Society by at least two- thirds of voting members present.
2. The membership of the Society shall be notified of any proposed change to the By-Laws in writing or electronically prior to the announced meeting date.

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Revised September 24, 2016

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MATERIAL TO BE INCLUDED IN A MANUAL FOR THE BOARD OF DIRECTORS

COMMITTEES

In accordance with Article VI, Section 5, the Board of Directors shall appoint the following working committees:

1 Development Committee: (size and purpose to be worded by Linda Gruber)

2. Membership Committee:

- a A committee of 3 to 5 to work with the staff to maintain list of individual persons, congregations, conferences and institutions who are members of the society; prepare annual membership letter; contact those who do not renew membership; and recruit new persons, former Evangelical and Reformed congregations and others to join the Society.**

3. Finance Committee:

- a. A committee of 3 to 5 to work with Treasurer, Officers and Development Committee to develop annual operational budget, monitor income and expenses, promote contributions to endowment, develop and promote fees for maintaining records of clergy, congregations, etc.**

4. Volunteer Committee:

- a. A committee of 3 to 5 to develop core of volunteers with skills to assist in work of the Board of Directors, archives, book sale, annual meeting, etc.**

1 **5. Program Committee:**

- 2 a. A committee of 3 to 5 to develop programs for annual meeting and
3 throughout the year.

4 **6. Publicity Committee:**

- 5 a. A committee of 3 to 5 to develop newsletter, maintain website, provide
6 displays, pamphlets and representatives to Association, Conference and
7 General Synod meetings.

8 **7. Nominating Committee:**

- 9 a. A committee of 3 to 5 to secure nominees with skills needed to fill offices
10 Board of Directors, committees.

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12 **Each member of the Board of Directors is asked to serve on at least one committee.**

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22 **ITEMS TO BE INCLUDED IN A MANUAL FOR THE BOARD OF DIRECTORS**

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24 **3. Qualifications for members of the Board of Director shall be:**

- 25 a. Interest in history and preservation of historical documents.
26 b. Membership in the Society.
27 c. Commitment to purpose and goals of the Society.
28 d. Skill and/or expertise in specific area needed in work of specific
29 committee.
30 e. Availability for attendance at meetings.

1 **4. Duties and responsibilities of the Board of Directors include:**

2 **a. Support, promote, and advocate for the work of the Society in collecting,**
3 **preserving, organizing, and making accessible the records of the Reformed**
4 **Church in the United States, the Evangelical Synod of North America, the**
5 **Evangelical and Reformed Church, and congregations, national and**
6 **regional bodies of the United Church of Christ as stated in the purpose of**
7 **the Society.**

8 **b. Cultivate and promote interest in the above through presentations and**
9 **in the “Newsletter” and/or other publications.**

10 **c. Commit to a level of financial support above the individual membership**
11 **category.**

12 **d. Develop and approve the annual budget in consultation with staff.**

13 **e. Develop goals and objectives for the Society in consultation with staff.**

14 **f. Commit to specific ways that will help reach the goals and objectives.**

15 **g. Represent the Society at Association, Conference, and General Synod**
16 **meetings through displays and handouts.**

17 **h. Recruit individuals and congregations for membership in the Society.**

18 **i. Identify and cultivate potential donors of both funds and collections.**

19 **j. Form Program Committee to plan and implement the annual**
20 **meeting.**

21 **h. Each Director shall serve on at least one committee of the Board.**

22 **i. Encourage congregations, pastors, and church leaders to contribute materials of historical**
23 **importance to the Society’s Archives.**

24
25 . The Treasurer shall present annually to the members a report, verified by the President or
26 majority of the Directors, showing in appropriate detail the following items which shall
27 be filed with the minutes of the annual meeting:

28 A. The assets and liabilities, including the trust funds of the Society as of the
29 end of the fiscal year immediately preceding the date of the report;

30 B. The principal changes in assets and liabilities, including trust funds, during the
31 year immediately preceding the date of the report;

- 1 C. The revenue or receipts of the Society, restricted and unrestricted to
2 particular purposes, for the year immediately preceding the date of the report,
3 including separate data with respect to each trust fund held by or for the
4 Society;
- 5 D. The expenses or disbursements of the Society, for general and
6 restricted purposes, during the year immediately preceding the date of the
7 report, including separate data with respect to each trust fund held by or for the
8 Society;
- 9 E. The number of members of the Society as of the date of the report.

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13 **ARTICLE XIV - POLICY AS TO CONFLICTS OF INTEREST**
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15 **1. Annual Disclosure Statement: It is the policy of the Society that each member of the**
16 **Board of Directors, Officer, committee member and/or employee shall submit an**
17 **annual conflict of interest statement on the form attached to these By-Laws.**

18
19 **2. Disclosure of Transactions and Consideration Of Conflict of Interest**
20

21 **a. Policy: It is hereby adopted that the policy of the Board of Directors that member of**
22 **the Board, Officers, members of committees, and employees of the Society shall not**
23 **maintain substantial personal or business interests which conflict with the interests of**
24 **the Society.**

25
26 **b. Disclosure and Procedure**

27 **(1) Any member of the Board, Officer, member of committee, or employee having**
28 **An interest in a contract or other transaction presented to the Board of Directors**
29 **committees thereof for authorization, approval, or ratification shall make a prompt,**
30 **full, and complete disclosure of such interest to the Board prior to taking of action on**
31 **such contract or transaction.**

1
2 (2) *The Board shall thereupon determine, by a majority vote of disinterested*
3 *persons, whether the disclosure shows that a conflict of interest exists, or reasonably*
4 *can be construed to exist. Where a conflict is deemed to exist by vote of the Board,*
5 *such person shall not vote on,, nor use personal influence with respect, nor participate*
6 *(other than to present factual information or to respond to questions), in the*
7 *discussions or deliberations with respect to such contract or transaction. Such person*
8 *may not be counted in determining the existence of a quorum at any meeting at which*
9 *such contract or transaction is discussed or acted upon. The minutes of any such*
10 *meeting shall reflect the nature of the disclosure, the vote thereon, the presence of the*
11 *quorum, and, if applicable, the abstention from voting and participation of the*
12 *interested party.*

13
14 c. **Definition of Interested Person:** *For purposes of this section, a person shall be*
15 *deemed to have an “interest” in any contract or other transaction in the following*
16 *circumstances:*

17
18 (1) *If such person or a member of his or her immediate family, or business partner*
19 *or Associate is the party (or one of the parties) contracting or dealing with the Society;*
20 *or*

21 (2) *If such person, member of his or her immediate family, is a director, trustee,*
22 *or officer of, or has a significant financial or influential interest in, the entity*
23 *contracting, or dealing with the Society, or*

24
25 (3) *If such person is otherwise reasonably likely to realize or gain a significant*
26 *financial or other personal benefit if such contract or transaction is approved.*

27
28 d. **Transactions Involving Disqualified Persons.** *Where the Society proposes to enter into*
29 *any relationship or transaction with a disqualified person conferring economic benefit*
30 *upon such disqualified person within the meaning of Section 4958 of the Internal*
31 *Revenue Code of 1986 as amended, such relationship or transaction shall be valid only*

1 *if approved by the Board where the Board conforms to the following standards in*
2 *approving such transaction:*

3
4 *(1) The Board is composed entirely of individuals who do not have a conflict of*
5 *interest with respect to the proposed relationship or transaction.*

6
7 *(2) The Board obtains and relies upon appropriate data as to comparability of the*
8 *relationship or transaction with appropriate external standards for transactions and*
9 *relationships involving fair market value and arm's length bargaining (e.g., compen-*
10 *sation levels at similar taxable and tax-exempt organizations, the availability of similar*
11 *services in the geographic area, independent compensation surveys by independent*
12 *firms, actual written offers from similar institutions competing for the services of the*
13 *person, and independent appraisals), and*

14
15 *(3) The Board concurrently with its approval of the transaction documents the*
16 *basis for its determination by noting:*

17
18 *a/ The terms of the relationship or transaction and the date of approval;*

19
20 *b/ Members of the Board present during discussion and those who voted;*

21 *c/ Comparability data obtained and relied upon and how it was*
22 *obtained; and*

23
24 *d/ Actions taken by the Board or committee member who had a conflict*
25 *of interest with respect to the relationship or transaction.*

26
27 **3. This policy shall be reviewed annually for the information and guidance of the**
28 **Board and brought to the attention of new members.**

1 **THE EVANGELICAL AND REFORMED HISTORICAL SOCIETY (ERHS)**

2
3 **Statement Regarding Conflict Of Interest**

4
5 **I acknowledge that I have received a copy of the Evangelical and Reformed**
6 **Historical Society’s Conflict of Interest Policy. I understand that, as a member of**
7 **the Board of Directors, Officer, member of committee, or employee of the Society, I**
8 **should not have direct or indirect financial interests in the assets, leases, business**
9 **transactions, or professional services of the organization, either individually or as**
10 **part of a business or professional firm. I hereby certify that, as of the date indicated**
11 **hereunder, I have no conflict of interest as defined in the Evangelical and Reformed**
12 **Historical Society’s Conflict Of Interest Policy. If I should come to have such an**
13 **interest, I shall make a prompt, full, and complete disclosure of such interest to the**
14 **Board prior to taking action on such contract or transaction.**

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17
18 **ACKNOWLEDGED:**

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25 **Date**