

EPHRATA CLOISTER ASSOCIATES BY-LAWS

632 West Main Street, Ephrata, PA 17522
The Museum Store 717-733-2592 Fax 717-733-4364
Visitor's Center 717-733-6600 www.ephratacloister.org

ARTICLE I NAME AND REGISTERED OFFICE

The organization shall be known as the Ephrata Cloister Associates with its offices at 632 West Main Street, Ephrata, Pennsylvania 17522.

ARTICLE II PURPOSE AND OBJECTIVES

Section 1. Ephrata Cloister's historic buildings, collections and programming invite the exploration of this unique community's spiritual, creative and intellectual accomplishments by encouraging visitors to develop a personal connection to Pennsylvania's significant role in religious toleration and intellectual freedom. Ephrata Cloister is administered by the Pennsylvania Historical and Museum Commission (hereinafter known as PHMC) and is actively supported by the Ephrata Cloister Associates (hereinafter known as ECA) which is a non-profit, community-based organization. ECA accomplishes this mission by accepting gifts, donations of time, money and/or materials for general enhancement of the Ephrata Cloister with plans and specifications approved by PHMC. ECA assists PHMC with acquiring, preserving and maintaining historical materials of all kinds relating to the history of the Ephrata Cloister to advance research and preservation of the Ephrata Cloister site for future generations as a National Historic Landmark.

Section 2. ECA is a non-profit corporation in accordance with all applicable state and federal laws related to such organizations. It shall operate exclusively for charitable, educational, cultural and historical purposes and shall be governed under the provisions of the Pennsylvania Non-Profit Corporation Law of 1988, as amended, (hereinafter known as PNCL) 15 Pa. C.S. 501 et seq. and from time to time may be amended and consistent with Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP & GENERAL MEMBERSHIP MEETINGS

Section 1. The ECA will comply with the requirements of the Pennsylvania Human Relations Act 43 Pa. 951 et seq. (as amended) and will not discriminate in its membership practices against any individual because of race, color, religious creed, ancestry, age, sex, national origin, sexual orientation, handicap or disability.

Section 2. Any person except those currently employed by the PHMC or ECA regardless of race, color, religious creed, ancestry, sex, age, national origin, sexual orientation, handicap or disability shall (upon completion of registration form as generated and approved by the Board of Directors (hereinafter known as Board) be accepted as a member (after payment of specified fee) subject to Board approval and to the conditions set forth below.

Section 3. ECA maintains various categories of membership. The Board may from time to time establish categories within membership and assign dues to be paid for each category of membership with the rights and privileges for each categories of membership.

Section 4. The Board may recognize special memberships. The first is an *Honorary Membership* which may be bestowed by the Board to any individual or group which has made an outstanding contribution to the Ephrata Cloister and/or ECA. The second is a *Legacy Membership* which recognizes an individual that has chosen to support the Ephrata Cloister and/or ECA through planned giving. A majority vote of Board members present at a Board meeting is required for election to these special memberships. An *Honorary* and/or *Legacy Membership* shall hold all privileges of an individual member for life and shall be exempt from paying the annual dues.

Section 5. An ECA member in good standing is entitled to one vote at General Membership Meetings and to all privileges of membership. No category of membership shall have more than one vote (i.e., in cases of dual or family membership, only one vote shall be cast; this excludes *Honorary* and/or *Legacy* members). Voting by proxy is not permitted. A member must be present to vote at the General Membership Meetings.

Section 6. In the event of a member's failure to pay annual dues (within the sixty (60) day notice by regular mail that annual fees are due), that member's right to vote shall be terminated along with any other rights and privileges of membership. Upon payment of required membership dues, that former member whose rights of membership have been so terminated, shall have his or her membership reinstated.

Section 7. Membership in ECA may be terminated by the Board when it has evidence of misconduct or other action which, in the Board's judgment, would derogate the honor or dignity of the ECA and/or PHMC.

Section 8. The annual General Membership Meeting for all ECA members shall be held on a date determined by the Board between October 1 and November 30. The Board Secretary shall give notice of the date, time and place of the annual General Membership Meeting to the ECA general membership at least thirty (30) days prior to the date determined by the Board. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by the PNCL, the Articles of this Corporation or any provisions of these By-Laws. Voting by proxy is not permitted. ECA members wishing to present items for the agenda must give the President written notice at least fourteen (14) days prior to the General Membership Meeting.

Section 9. Any ECA member in good standing may attend regularly scheduled Board meetings.

ARTICLE IV FISCAL YEAR

Section 1. The ECA shall operate on the fiscal year July 1 through June 30 in accordance with PHMC requirements.

ARTICLE V GOVERNMENT

Section 1. The direction of the ECA shall be governed by the Board who are elected by the general membership of ECA.

Section 2. The Historic Site Administrator (or his/her appointee) of the PHMC shall serve as non-voting liaison member to the ECA Board and/or all established committees. The Historic Site Administrator (or his/her appointee) shall be given a forty-eight (48) hour notice of all Board and/or committee meetings.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The property and business of the ECA shall be managed by the Board. In addition to the general powers of the Board by virtue of their office, their powers and authority are limited to and described by law, PNCL and by terms of the PHMC and ECA Associate Agreement (hereinafter known as Agreement).

Section 2. The Board shall elect the President, Vice President, Treasurer, Assistant Treasurer and Secretary at the January Board meeting or first Board meeting of each calendar year. The election shall be held only from the Board members holding seats as of January 1 of the calendar year.

Section 3. The Board shall consist of no fewer than seven (7) or more than thirteen (13) directors. All members of the Board shall be a current member in good standing, shall serve without compensation, have an active interest in the site and be at least eighteen (18) years of age. A Student Historian may serve and participate on committees of the Board but shall have no voting rights at the committee meetings.

Section 4. Candidates for the Board shall be selected by the **Board Development Committee** made up of the Vice President of the Board as Chairman plus two (2) ECA members in good standing who shall be voted upon by the Board. The **Board Development Committee** shall prepare a slate of candidates to be elected at the annual General Membership Meeting held in accordance with **Article III, Section 8**. Any member may make a nomination provided the nomination is submitted in writing to the **Board Development Committee** no later than fourteen (14) days prior to the General Membership Meeting.

Section 5. Members of the Board will serve from January 1 to December 31. The term for a Board member will be three (3) years. A Board member may serve up to two (2) terms for a total of six (6) years. After two (2) consecutive terms, Board members are required to take a one (1) year hiatus before being eligible to serve again as Board members subject to the two (2) consecutive term limitation.

Section 6. Vacancies on the Board caused by death, resignation, disqualification or removal may be filled by majority vote of a qualified candidate to serve until the end of the current calendar year by a majority vote of the Board. The candidate may then be elected to a new term of his/her own (see **Section 5** above).

Section 7. Board members will be responsible to attend all Board meetings as scheduled at the beginning of the year. The President shall declare vacant the position of Board member who misses three (3) consecutive meetings (exceptions i.e. hospitalization, accident, etc.). That Board member will be considered ineligible for election to the Board the following calendar year.

Section 8. Any member of the Board may be removed by a two-thirds vote of the other Board members. Reasons for removal may be violation of the By-Laws, Code of Ethics and/or actions not in the best interest of ECA or PHMC.

Section 9. Any member of the Board having a personal or monetary interest in an issue shall excuse themselves from voting when such an issue is brought to a vote at the Board meetings. In addition, no Board member shall be entitled to receive a salary or compensation for serving on the Board.

Section 10. Family members (i.e. adult children, spouses, life partners, etc.) shall not serve on the Board at the same time. Full-time and/or part-time ECA or PHMC employees shall not serve on the Board.

Section 11. The Board shall arrange for the purchase and maintenance of insurance coverage that will satisfy the requirements of the Commonwealth of Pennsylvania, the PHMC and the Agreement.

Section 12. When action is necessary on an issue, a vote is allowed by unanimous consent of Board members via any means (i.e. phone, email, etc.) as communicated to the President and Secretary of the Board and shall then be documented at the next regularly scheduled Board meeting. Unanimous consent is required to proceed; if not, the proposed action shall be considered at the next regularly scheduled Board meeting.

Section 13. Board members are responsible to attend and/or volunteer at events, serve actively on at least one committee, enhance the mission and recruit membership of the ECA and collaborate with the Historic Site Administrator to further community education of the Ephrata Cloister site.

ARTICLE VII FUNDS

Section 1. There shall be restricted, unrestricted and/or designated funds. At the discretion of the Board, additional funds may be established as needed consistent with the purpose of the ECA programs and the Agreement.

Section 2. The Board shall be responsible for the handling of all receipts and expenditures of all funds of the ECA and operate on fiscal year of July 1 through June 30 (see **ARTICLE IV**). The Board shall adopt a budget at the regularly scheduled May Board meeting for the ensuing July 1 through June 30 fiscal year.

Section 3. The ECA will not engage in any activity for the private profit of any individual and/or organization as per the Agreement.

Section 4. All drafts, checks and/or other orders for the payment of money, reimbursement, etc., shall be duly signed by a Board officer and/or officers as voted on by the Board at the beginning of each calendar year.

ARTICLE VIII OFFICERS

Section 1. The **President** shall be elected annually at the first Board meeting of the calendar year. The President shall preside at all the Board meetings and the ECA General Membership Meetings; have active management of the business of the ECA; ascertain that all instructions of the Board and/or general membership are realized; see that all books, reports and certificates as required by law are properly filed; execute all bonds, mortgages and contracts; prepare a report of the operation of the ECA and present said report at the General Membership Meeting. The President shall keep the Board informed of all matters that affect the ECA and be a non-voting member of all committees. The President shall act as liaison between the ECA and the PHMC. The President shall be responsible for new board member orientation January of each calendar year.

Section 2. The **Vice President** shall be elected annually at the first Board meeting of the calendar year. The Vice President shall assist the President with whatever projects are deemed necessary by the Board. The Vice President shall be a non-voting member of all committees and will chair the **Board Development Committee** (see **ARTICLE VI, Section 4**). The Vice President shall perform the duties and responsibilities of the President until the end of the calendar year if the President should become unable to serve for any reason. The Vice President will also keep an accurate and detailed record of Board meetings if the Secretary is not present at Board meetings.

Section 3. The **Secretary** shall be elected annually at the first Board meeting of the calendar year. The Secretary shall keep an accurate and detailed record of the Board meetings (including the General Membership Meeting); make minutes available in a timely manner after all Board meetings; shall maintain file of minutes and any correspondence received by ECA. The Secretary shall distribute minutes to each Board member, the Historic Site Administrator and Administrative Coordinator/Bookkeeper. The Secretary will give notice of General Membership Meetings as per **ARTICLE III, Section 8**. The Secretary would also perform other duties as deemed necessary by the Board.

Section 4. The **Treasurer** shall be elected annually at the first Board meeting of the calendar year. The Treasurer is responsible for the accurate accounts of the receipts and disbursements, monitor the fiscal management and work in conjunction with the ECA Administrative Coordinator/Bookkeeper to pay the operating expenses of ECA. The Treasurer will present a financial report at each Board meeting and the General Membership Meeting. The Treasurer will ensure that all state and federal tax forms and/or codes are adhered to and filed as required. The Treasurer will submit all financial records for yearly financial report and submit a report of audit as per Agreement. The Treasurer will chair the **Finance Committee** if such committee is active. The Treasurer will submit all financial records to a certified public accountant for preparation of the annual financial report and/or audit. The financial report and/or audit after approval of the Board will then be submitted to PHMC as per the Agreement.

Section 5. Any officer of the Board may be removed from office by a two-thirds vote of the Board when the best interest of the ECA and PHMC is not being met.

Section 6. Officers of the Board may be elected for consecutive terms if so desired and duly elected (see **ARTICLE VI, Section 5**).

ARTICLE IX COMMITTEES

Section 1. Standing committees will be **Board Development Committee, Finance Committee, Executive Committee, Personnel Committee and Music Committee**. The President may appoint any additional committees deemed necessary to further the mission statement of the ECA and in keeping with the Agreement. All standing committees shall be reviewed for continuance.

Section 2. The **Executive Committee** will consist of the Board officers (President, Vice President, Secretary and Treasurer). The Historic Site Administrator (or his/her designee) will serve as a non-voting liaison. Except for the power to amend the By-Laws, the **Executive Committee** shall have all the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full board. All action by the **Executive Committee** shall be reported to the Board at the next Board meeting and shall be subject to revision and alteration by the Board. The **Executive Committee** is authorized to expend funds for extraordinary items (not to exceed the cumulative sum of \$5,000 per year) and is subject to ratification by the Board at the following Board meeting.

Section 3. All committee chairs will be members of ECA.

Section 4. Committees are responsible for keeping minutes of meetings. Minutes must be submitted seventy-two (72) hours to Board members by email before regularly scheduled Board meetings. This ensures Board members have an opportunity to read and review committee meeting minutes and present any questions and/or concerns at the Board meetings. Minutes/reports must also be made available to the ECA Administrative Coordinator/Bookkeeper. Any major decision by a committee must be voted on by the Board (i.e., personnel matters, contracts for special events, major changes to operations, etc.)

Section 5. All committee members are ultimately responsible to the Board. A Board member is permitted to serve on any committee.

ARTICLE X Employees

Section 1. The Board shall engage such employees as deemed necessary. The **Personnel Committee** shall assist the Board in the creation of job positions with accompanying job descriptions and compensation for the recommended positions for the Board's approval. The **Personnel Committee** shall conduct annual evaluations of employees, issue letters of employment upon Board approval and direction, submit and maintain an updated Personnel Manual submitting any changes thereto to the Board for its approval.

Section 2. The ECA will not discriminate in their employment practices against any individual because of race, color, religious creed, ancestry, age, sex, national origin, sexual orientation, military service or non-job related handicap or disability. All employees are ultimately responsible to the Board, Historic Site Administrator and PHMC.

ARTICLE XI Code of Ethics

Section 1. The Code of Ethics established shall be adhered to in all matters relating to the activities of the ECA. This Code of Ethics should be reviewed periodically by the Board and the Historic Site Administrator.

ARTICLE XII Board Member's Liability

Section 1. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this **Section 1** or as such laws are thereafter amended, permit elimination or limitation of the liability of a Board member, no Board member of the ECA shall be personally liable as such for monetary damages for any action taken, or failure to take any action, as a Board member. Specifically, a Board member shall not be personally liability for monetary damages, *unless (1)* the Board member has breached or failed to perform the duties of his/her office under the PNCL or *(2)* the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any amendment or repeal of this **Section 1** or adoption of any other provision of these By-Laws or the ECA's Articles of Incorporation which has the effect of increasing Board member's liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

The above **Section 1** of **Article XII** shall not apply to a Board member's responsibility or liability under any criminal statute or a Board member's liability for payment of taxes under any local, state or federal law.

Section 2. The Corporation shall indemnify any officer, Board member, ECA employee or other representative of the ECA 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) by reason of the fact that such person is or was a representative of the Corporation, against all expenses (including attorney fees), judgements, fines and amounts paid in settlement as to actions taken or omitted to be taken, in such a person's official capacity as officer or Board Member and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity or in such person's capacity as employee or representative provided, however, that no persons shall be entitled to indemnification pursuant to this **Article XII** in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by court to have constituted willful misconduct or recklessness.

Section 3. Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaken by or on behalf of such person to repay the amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 4. The indemnification and advancement of expenses provided pursuant to this **Article XII** shall continue as to any person who has ceased to be an officer, Board member, ECA employee or representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIII Adoption of By-Laws

Section 1. These By-Laws shall be adopted by a majority vote of Board members and presented at the ECA General Membership Meeting (see **Article III, Section 8**) and become effective immediately.

Section 2. The power to alter, amend or repeal these By-Laws or to adopt new By-Laws to the extent allowed by law is vested in the Board. Any such changes shall be presented at the ECA General Membership Meeting.

Section 3. These By-Laws shall be reviewed annually by a committee selected by the Board. Said committee shall recommend any changes to the Board at their regularly scheduled meeting in September. Any changes to the By-Laws adopted by the Board shall be presented at the ECA General Membership Meeting.

ARTICLE XIV Parliamentary Authority

Section 1. All meetings shall adhere to the parliamentary procedure outlined in the latest edition of Robert's Rules of Order.

ARTICLE XV Dissolution

Section 1. Upon the decision to dissolve the corporation, the Board Members will, after paying or making provision for the payment of all the liabilities of the corporation, notify the PHMC of their intent to terminate and will comply with procedures set forth in the Agreement between PHMC and ECA under "Termination & Suspension".

CERTIFICATION

The undersigned, as Secretary of the ECA, does hereby certify that these amended By- Laws were adopted at the regular meeting of the Board on _____, 2019, in accordance with the By-Laws in effect up to the adoption of these said revised By-Laws.

Secretary: _____

Date: _____, 2019