

**Constitution and By-Laws of
The Evangelical and Reformed Historical Society**

I. INCORPORATION

This organization shall be incorporated as a non-profit corporation under the laws of the Commonwealth of Pennsylvania.

II. NAME

The name of this organization is The Evangelical and Reformed Historical Society (the "Society").

III. OFFICES AND AGENCY

1. The registered office of business of this Corporation in the Commonwealth of Pennsylvania shall be located at 555 W. James Street, Lancaster, PA 17603. In addition, the Society may maintain other offices either within or outside the Commonwealth of Pennsylvania as its business requires.
2. The location of the registered office of this Society is stated in the Articles of Incorporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.
3. The Corporate Seal of the Society shall have inscribed thereon the name of the Corporation, the year of organization, and the words "Corporate Seal, Pennsylvania."

IV. PURPOSE

The purpose of the Society shall be as stated in its ARTICLES OF INCORPORATION as follows, and as from time to time amended.

1. To stimulate and cultivate an interest in the heritage of the former (German) Reformed Church in the United States, the former (German) Evangelical Synod of North America, the former Evangelical and Reformed Church, all predecessor entities that have joined the United Church of Christ, or those in which have a continuing legacy of the former Evangelical and Reformed Church;
2. To collect, preserve, organize, and make accessible historical material of the national and regional judicatories, local churches, prominent leaders, pastors, and missionaries of these denominations;
3. To maintain cooperative relationships with the all groups interested in the stimulation, cultivation, collection, and preservation of church history;
4. With all the rights, powers, privileges and immunities granted and not expressly denied by the Non-Profit Corporation Law of 1972 of the Commonwealth of Pennsylvania as amended;
5. To provide that the Society shall not carry on any activity not permitted to be carried on by (a) Corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code;

6. To provide that if the Society is to be dissolved, all assets of the Corporation which shall remain after the payment of liabilities shall be transferred to exempt organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

V. BOARD OF DIRECTORS

1. The business and affairs of this Society shall be managed by its Board of Directors.
2. The Board of Directors may establish committees and task groups to foster the purposes of the Society.
3. The number of persons sitting on the Board of Directors shall be no more than fifteen and no fewer than nine.
4. Directors who absent themselves from three consecutive meetings of the Board shall, by their inactivity, be removed from the Board and notified in writing by the President and Secretary.
5. A majority of Directors constitutes a quorum for the transaction of business.
6. Directors shall be elected for a three-year term. A Director may only serve three consecutive terms.
7. If any office becomes vacant for any reason, the Board of Directors may choose a successor or successors upon recommendation of the Nominating Committee, who shall hold office for the unexpired term.
8. Vacancies in the Board of Directors may be filled by vote of the majority of the remaining members of the Board upon recommendation of the Nominating Committee.
9. A Board Member may be removed from the Board after being provided reasonable written notice of the reason(s) for the pending removal and after being offered an opportunity to be heard by the Board before the determination whether there is just cause for removal. Removal from the Board shall occur by a two-thirds vote. Cause for removal from the Board shall be the determination that the Board Member has:
 - a. acted in a manner that is materially inconsistent with the mission of the Society;
 - b. failed to honor his or her obligations as a Board Member of the Board;
 - c. committed a fraudulent or materially dishonest act toward the Society or any of the constituents of the Society;
 - d. been charged with, pled guilty or nolo contendere to, or convicted of any felony;
 - e. been charged with, pled guilty or nolo contendere to, or convicted of any other criminal offense that reflects poorly on the Society or conflicts with the mission of the Society; or
 - f. been declared incompetent and in need of a Guardian of the Estate or Person by a Court of competent jurisdiction.

VI. OFFICERS

1. The Officers are a President, a Vice President, a Secretary, and a Treasurer. They shall be elected for a five-year term, renewable once. These Officers, together with the staff and Society Archivist

at Lancaster Seminary and the Society Archivist at Eden Seminary, shall constitute the Executive Committee. Staff and the Society Archivist at Eden Seminary are ex officio members with voice and no vote. Staff shall be excused from meetings where personnel or confidential matters are being discussed.

2. The President shall be the chief executive officer of the Society and shall preside at all meetings of the Directors. The President shall have general and active management of the affairs of the Society and shall see that all orders and resolutions of the Board are carried out promptly. The President shall execute bonds, mortgages, and other documents requiring a seal, under the seal of the Society. The President shall be ex officio on all committees, except the Nominating Committee, and have the general powers and duties of supervision and management usually vested in the office of President.
3. The Vice President shall act, in all cases, for and as the President in the President's absence or incapacity and shall perform such other duties as may be required.
4. The Secretary shall attend all sessions of the Board and act as clerk thereof; shall record all votes and the minutes of the Board of Directors in written form; shall provide the Board with appropriate copies of all minutes; and shall perform other duties as may be prescribed by the Board. The Secretary shall give due notice of all meetings of the Board.
5. The Treasurer shall have oversight of the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts, disbursements, and other fiscal activity and render to the Board a complete accounting of transactions and the financial condition of the Society according to generally accepted procedures of financial record-keeping and accounting. The Treasurer shall keep in safe custody the Corporate Seal of the Society and, when authorized by the Board, shall affix the same to any instrument requiring the seal.
6. Executive Director. The Board may appoint an Executive Director to oversee the management of the Society. The Executive Director shall serve at the pleasure of the Board and shall be an ex-officio member of the Board. The Executive Director shall report to the Board as needed. The Executive Director shall not have the right to vote on the Executive Committee. The Executive Director shall, at the beginning of a meeting of the Executive Committee, report to the Committee on the status of the Society, and any other items as the Executive Committee may direct. After reporting to the Executive Committee or the Board, the Executive Director shall be dismissed from the Executive Committee meeting unless otherwise invited to remain by the remaining members of the Committee or the Board. On at least an annual basis the Executive Director's employment performance shall be evaluated by the Board. The Executive Director's employment may be terminated after being provided reasonable written notice of the reason(s) for the pending removal and after being offered an opportunity to be heard by the Board before the determination whether there is just cause for removal. Termination of the Executive Director shall occur by a majority vote of the Board. Cause for termination shall be the determination that the Executive Director has:
 - a. acted in a manner that is materially inconsistent with the mission of the Society;
 - b. failed to honor his or her obligations as the Executive Director;
 - c. committed a fraudulent or materially dishonest act toward the Society or any of the constituents of the Society;
 - d. been charged with, pled guilty or nolo contendere to, or convicted of any felony;

- e. been charged with, pled guilty or nolo contendere to, or convicted of any other criminal offense that reflects poorly on the Society or conflicts with the mission of the Society; or
- f. been declared incompetent and in need of a Guardian of the Estate or Person by a Court of competent jurisdiction.

VII. MEETINGS

1. The Board of Directors shall meet at least annually and as necessary to conduct the work of the Society.
2. Meetings shall be called by the President of the Society or at least three members of the Board.
3. Notice of all meetings of the Board of Directors shall be given to each Director at least two weeks in advance of the meeting, except in case of emergency.
4. All meetings are open unless directors call for an executive session.
5. The Board of Directors may permit any or all directors to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.
6. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if, before the action, consent or consents in record form or electronically is signed by all directors in office, or all the committee members then appointed. The written consents must be filed with the minutes of the proceedings of the Board of Directors.
7. In questions of parliamentary procedure, Robert's Rules of Order Newly Revised shall be observed.

VIII. BOOKS AND RECORDS

1. The Society shall keep an original or duplicate record of proceedings of the Board of Directors; the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Society, and an original or a duplicate donor register, giving the names of donors, their respective addresses, and electronic mail or other technological access information.
2. The financial and minute records of the Society shall be open to all Directors. Official records, financial and otherwise, may be copied, but the originals may not be destroyed, defaced, or removed from the stated location.

IX. TRANSACTION OF BUSINESS

1. The Society shall make no purchase of real property, nor sell, mortgage, or lease away or otherwise dispose of its real property unless authorized by a vote of at least two-thirds of the Board of Directors. If the real property is subject to a trust, the conveyance away shall be free of trust, and the trust shall be impinged upon the proceeds of such conveyance.

2. Whenever the lawful activities of the Society involve, among other things, the charging of fees or costs for services it renders or provides, the Society shall have the right to receive such income and, in so doing, may receive incidental profit. All incidental profits shall be applied to the operation of the Society and in no case shall be divided in any manner among Directors or Officers of the Society.
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.

X. COMMITTEES

1. Executive Committee: The Executive Committee, consisting of the Officers, the Society Archivist at Lancaster Seminary and the Society Archivist at Eden Seminary, and the Executive Director, shall have the direct responsibility for the details of the administration of the Society and its Archives and Libraries, under such rules and regulations as the Society shall prescribe. It shall meet at the call of the President. Regular reports will be submitted to the Board of Directors.
2. Archives Committee: This committee will meet at the call of the Archivist(s), Chair(s) or President and will provide feedback on the archival policies and procedures that the Society may establish. This committee may also collaborate with the Archivist and other committees to support their work. At the discretion of the Archivist, committee members may also solicit and accept appropriate collections for the Society.
3. Development & Marketing Committee: This committee will meet at the call of the Development Director, Chair(s) or President and focus on ways of raising funds for and marketing the Society. At the discretion of the Development Director, committee members may also be involved in grant writing, cultivating donors, implementing planned giving, and raising the visibility of the Society at UCC General Synod, Conference, and Association meetings in addition to other meetings relevant to the Society.
4. Finance Committee: The Finance Committee will oversee the financial status of the Society by reviewing monthly, quarterly, and annual financial reports. The committee will organize itself, set its agenda in consultation with the Executive Committee, and will meet at the call of the Treasurer.
5. Nominating Committee: A Nominating Committee, appointed by the President, shall provide nominees for Officers and the Directors at large at the annual meeting and when vacancies occur. The President is not an ex officio member of the Nominating Committee but may be consulted. The Nominating Committee shall be strongly encouraged to seek qualified nominees representing a diversity of age, gender, geography, etc.
6. Program Committee: The Program Committee is responsible for planning and implementing the programs for the Society. These include the annual meeting and various programs that will be scheduled throughout the year. The committee will set the theme, obtain speakers, publicity, provide refreshments, staffing the registration table, greeting people, opening devotions, and introduction of the speaker(s) for programs. The committee will organize itself, set its agenda in consultation with the Executive Director, and set its meeting times. Regular reports will be submitted to the Board of Directors.

XI. ANNUAL REPORT

The annual report shall include the report of the President, the Executive Director, the Society Archivists, major actions of the Board of Directors, reports of all committees, and financial reports.

XII. LIMITATION OF PERSONAL LIABILITY OF BOARD MEMBERS; INDEMNIFICATION OF BOARD MEMBERS, OFFICERS, AND OTHER AUTHORIZED REPRESENTATIVES

1. General Rule: A Director shall not be personally liable for monetary damages as 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 § 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, the foregoing provision shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute; or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.
2. Indemnification: The Society shall indemnify any officer or Director 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 Society) by reason of the fact that such person is or was a representative of the Society, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society and, with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no persons 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 Society, 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 Society 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 Society 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 of 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.
3. Procedure: Unless ordered by a court, any indemnification under Section 2 of this Article or otherwise permitted by law shall be made by the Society 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; or
 - 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.
4. Advancement of Expenses: Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or

proceeding shall, in any case, required by Section 2 of this Article, and may, in any other case, be paid by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Society.

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 or employee or representative of the Society and shall inure to the benefit of the heirs, executors, and administrators of such person.
6. Other Rights: This Article shall not be exclusive of any other right which the Society may have to indemnify any person as a matter of law.
7. Indemnification of Former Representatives: Each such indemnity may continue as to a person who has ceased to be a representative of the Society and may inure to the benefit of the heirs, executors, and administrators of such person.
8. Insurance: The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society, against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Society would otherwise have the power to indemnify such person against such liability.
9. Reliance on Provisions: Each person who shall act as an authorized representative of the Society shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

XIII. 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 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 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 donors to the Society on terms and conditions consistent with the provisions of non-profit corporation law.

XIV. DISSOLUTION

1. **DISSOLUTION AND LIQUIDATION**. Upon the dissolution and/or liquidation of the Society, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Society, distribute all assets of the Society 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, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

XV. AMENDMENTS

This Constitution and By-Laws may be amended by vote of two-thirds of the Board of Directors present at any Annual or Special Meeting called for the purpose. The Board of Directors shall be notified of any proposed change to the Constitution and By-Laws in writing or electronically prior to a vote.

Amended January 27, 2021
Adopted February 15, 2021
Amended October 1, 2021
Adopted October 16, 2021
Amended May 2, 2022
Adopted May 12, 2022