

Constitution and Bylaws of the Cumberland Valley Preservation Society at Silver Spring

Article 1. Name. The name of this organization is the Cumberland Valley Preservation Society at Silver Spring.

Article 2. Purpose. The Cumberland Valley Preservation Society at Silver Spring is a nonprofit organization, which is dedicated to the preservation, study, teaching, and enjoyment of historical sites and buildings located in central Cumberland County Pennsylvania. The Cumberland Valley Preservation Society at Silver Spring is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Article 3. Membership. All persons interested in historic preservation are eligible to become members of the Cumberland Valley Preservation Society at Silver Spring upon payment of dues.

- a. Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; to hold office and serve on standing or special committees.
- b. Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.
- c. Membership dues and privileges are determined by the Board. Only those persons whose membership is paid for the current year will be members in good standing.
- d. The Board may, at its discretion, terminate the membership of any person at any time by returning that person's current dues.

Article 4. Meetings of the Membership.

- a. The Annual Meeting of the Membership shall be held each year in the month of September for the election of Officers, Board members at large and the transaction of any necessary business.
- b. Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the membership. Notices of special meetings shall state the matters to be considered.
- c. At least one month's notice of the annual or any special meeting shall be given.
- d. The quorum for transaction of business is 20% of the membership.
- e. A majority vote of those voting is necessary to transact any business brought before the membership, including the election of officers, except as otherwise noted in these bylaws.

Article 5. Board of Directors. The responsibility for all business matters lies with the Board of Directors which consists of the Officers and any Board members at large.

- a. The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation; to set honoraria paid to teachers and musicians, rental of necessary facilities, and other incidental expenses; to engage facilities for classes and special programs; to approve engagements and/or other special activities undertaken in the name of the Cumberland Valley Preservation Society at Silver Spring.
- b. The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
- c. The leaders or chairpersons of standing or special committees, whether or not they are members, may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of the Cumberland Valley Preservation Society at Silver Spring.
- d. In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election or by a majority vote may appoint a member to temporarily fill the vacancy until the next election.
- e. A member of the Board may be removed from office after reasonable notice and opportunity to be heard by a majority vote of the Cumberland Valley Preservation Society at Silver Spring membership or by two-thirds majority vote of the entire Board.
- f. There may be 0 to 5 Board members at large. The actual number will be set by the Board of Directors and may be changed by majority vote of the Board.

Article 6. Meetings of the Board.

- a. The Board will meet a *minimum* of twice annually.
- b. The quorum for transaction of business is at least half of the Officers and Board members at large.
- c. A majority vote of those voting is necessary to transact any business brought before the Board.

Article 7. Officers. The Officers of the Cumberland Valley Preservation Society at Silver Spring are President, Vice President, Secretary and Treasurer. Term of office is one year. Officers may serve without limit. Duties of Officers are:

- a. President. The President is the executive officer responsible for the operation of the group. He or she presides at meetings, calls regular or special meetings of the Board or membership as needed, appoints the Chairpersons of standing or special committees.
- b. Vice President. The Vice President acts as President in the absence or illness of the President and in the event of the President's resignation or incapacity to serve shall succeed to the office until the next regular election of officers. The President

- may delegate to the Vice President such official or other duties as may be necessary for the conduct of business.
- c. Secretary. The Secretary keeps records and minutes of meetings; maintains an up-to-date list of members, attenders and subscribers; sends notices and flyers; receives and distributes information from other groups and organizations.
 - d. Treasurer. The Treasurer is responsible for the collection of dues and charges, for the disbursement of fees to musicians and teachers and for payment of authorized expenditures. The Treasurer advises the Board about the finances of the organization and assists in formulating the budgets for the regular and special activities. The Treasurer also prepares a yearly financial statement of operations.

Article 8. Election of Officers and Board members at large. Officers and Board members at large are elected at the Annual Meeting of the Membership and take office on January 1st.

- a. Two months before the annual meeting, the President appoints a Nominating Committee of two or more members of the Cumberland Valley Preservation Society at Silver Spring, one of whom should be a member of the Board of Directors.
- b. The Nominating Committee reports its slate of nominees for existing vacancies to the membership one month prior to the annual meeting.
- c. Additional nominations may also be made by written petition of five members or from the floor at the annual meeting, provided the consent of the nominees has been obtained.
- d. A majority of those voting is required for election to office. In the event of a contested election, paper ballots shall be used and tellers appointed to tally the results.

Article 9. Fiscal Year. The fiscal year of the Cumberland Valley Preservation Society at Silver Spring is January 1 through December 31.

Article 10. Amendments to the Bylaws. Amendments to these Bylaws may be made upon one month's written notice to members; this notice must state the proposed changes. A two-thirds majority vote of those voting is required for adoption.

Article 11. Special Notices re Tax Exemption.

- a. No part of the net earnings of the Cumberland Valley Preservation Society at Silver Spring shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of

- any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.
- b. Upon the dissolution of the Cumberland Valley Preservation Society at Silver Spring, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
 - c. It is intended that the Cumberland Valley Preservation Society at Silver Spring be entitled to exemption from Federal income tax under section 501(c)3 of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.