

**BYLAWS OF THE
ANTHRACITE HERITAGE MUSEUM
AND
IRON FURNACES ASSOCIATES**

NOVEMBER 23, 2019

Amendments were submitted by the Board of Directors
and approved by the general membership at the annual
meeting on November 23, 2019.

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**BYLAWS OF THE
ANTHRACITE HERITAGE MUSEUM AND
IRON FURNACES ASSOCIATES**

ARTICLE I NAME

Section 1. This Association shall be named, known and styled as the Anthracite Heritage Museum and Iron Furnaces Associates, Inc., and is sometimes hereinafter referred to as the "Association."

Section 2. The registered office of the Association shall be located at the Anthracite Heritage Museum, located at 22 Bald Mountain Road, Scranton, PA 18503.

Section 3. The Association may also have offices at such other places as the Directors may select and the business of the Associates shall require.

ARTICLE II MISSION STATEMENT AND OBJECTIVES

Section 1. The Anthracite Heritage Museum and Iron Furnaces mission is to serve the educational needs of the public regarding the story of hard coal mining, its related industries, and the immigrant culture of northeastern Pennsylvania. The Pennsylvania Anthracite Heritage Museum is administered by the Pennsylvania Historical and Museum Commission and is actively supported by the Anthracite Heritage Museum and Iron Furnaces Associates which is a non-profit community based organization.

Section 2. The objectives of the Anthracite Heritage Museum and Iron Furnaces shall be to operate as a non-profit corporation to assist with and plan educational programs, tours, a museum store, membership, development, program marketing, newsletter and printing, public relations, changing exhibits, facility use, social media, volunteer management and website in connection therewith in the Anthracite Heritage Museum and Scranton Iron Furnaces historic site in cooperation with the Pennsylvania Historical and Museum Commission.

ARTICLE III MEMBERSHIP

Section 1. Any person, partnership or corporation shall be eligible for membership upon approval of the Board of Directors and the payment of annual dues of the Association. Any partnership or corporate member shall designate a member of said partnership or corporation who shall have the right to vote at any meeting of the Associates. The Board of Directors also may grant membership to individuals, corporations, or community partners as they see fit.

Section 2. Every member in good standing shall have the right at the general membership meetings to vote and to be elected to the Board of Directors.

Section 3. There shall be several varying classes of membership. The Board of Directors shall establish the dues for each class of membership from time to time by resolution.

Section 4. Any member in arrears one year or more is not a member in good standing and shall not have the right to vote or be a Board of Director.

Section 5. Any member in arrears one (1) or more years shall be considered not in good standing and shall be automatically dropped from membership.

Section 6. 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 therefore have been provided in 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 IV MEMBERSHIP MEETINGS

Section 1. A general membership meeting shall be called by the Board of Directors in November of each year.

Section 2. The Board of Directors shall meet the third week of each month or as determined by the Board.

Section 3. A quorum for the purpose of holding any meeting of the general membership shall be ten (10) members.

Section 4. A simple majority vote shall be required to pass any motion at any meeting of the members, unless otherwise provided.

Section 5. Special meetings of the general membership may be called by the President at such times as may be deemed necessary; or upon the written request signed by five members of the Board of Directors; or upon written request signed by twenty members of this Association. The purpose of the meeting shall be stated in the call.

Section 6. Special meetings of the Board of Directors shall be called by the President whenever it shall be deemed necessary; or at the written request signed by three members of the Board of Directors. The purpose of the meeting shall be stated in the call.

Section 7. Notice of meetings shall be in writing and given by personal delivery, by ordinary mail, facsimile or email. If notice is given by mail, it shall be deemed given when posted and addressed to the last known address of the member or director.

Section 8. Each member shall be given two week's notice of any regular or special membership meeting and each director shall receive one week's notice of a regular or special Board meeting. Notice shall be in writing either by personal delivery or by ordinary mail.

ARTICLE V BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of not less than nine (9) nor more than fifteen (15) members elected by a majority vote of the membership as hereinafter set forth, and a representative of the Pennsylvania Historical and Museum Commission appointed by the Directors of the Commission, and the Associates' Business Manager, who shall be ex-officio members of the Board.

Section 2. All adult members of the Association shall be eligible for election to the Board of Directors.

Section 3. Every Director 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.

Section 4. Any director who fails to attend three successive regular meetings shall be contacted personally or by telephone to determine the reasons for non-attendance. Depending on the person's reasons and wishes, he/she may continue to serve on the board or be removed from the board by vote of the board. The vacancy on the Board of Directors so created shall be filled pursuant to Article XI, Section 6.

Section 5. 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 privileges except those of making motions and voting.

Section 6. A majority of the board of directors may remove from office a director with cause for the following reasons:

- a. failure to attend three properly noticed meetings;
- b. conflict of interest or self-dealing;
- c. conviction of a felony;
- d. fraudulent or dishonest acts

If one or more directors are removed under this section, new directors may be elected at the same meeting.

ARTICLE VI NOMINATIONS, ELECTIONS AND TERMS OF OFFICE OF THE BOARD OF DIRECTORS

Section 1. Elections shall be held annually.

Section 2. The general membership shall elect the members of the Board of Directors to a three-year term at its annual November meeting of the membership.

Section 3. The President shall appoint a Board Development Committee of not less than five members, none of whom shall be eligible for election or re-election, at least sixty days prior to the election. Their duty shall be to nominate from the members of the Association a sufficient number of nominees to fill the scheduled vacancies to the Board. Said committee shall file a list of nominees with the Secretary of the Board not later than thirty days before the election. Additional nominations may be made by petition of ten members filed with the Secretary of the Board not less than fifteen days before the date fixed for the election. The names of all nominees named in such petitions shall appear on the list furnished to the members as hereinafter provided on the ballot.

Section 4. The Secretary of the Board shall mail to all members of the Association, ten days prior to the election, a list of all nominees, whether nominated by the nominating committee or by petition. All voting shall be by ballot. A number of nominees corresponding with the number of directors to be elected, who receive the highest number of votes, shall be declared elected and shall assume their duties as directors on the first day of the calendar year.

Section 5. Each director so elected shall serve for a term of three years except the first fifteen directors shall be elected as follows: five directors for a term of three years; five directors for a term of two years; five directors for a term of one year. No director who has been elected to or has served two consecutive three-year terms shall succeed him or herself but shall be eligible for election to the board after an absence of ten months. Time served by a Director filling a vacancy, shall not be construed as a full term.

Section 6. Vacancies on the Board of Directors or position of any officer shall be filled by appointment by a majority of the Board of Directors present for the remainder of the current term of office.

ARTICLE VII MEETING OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall meet the third week of each month or as determined by the Board.

Section 2. Special meetings of the Board of Directors shall be called by the President whenever it shall be deemed necessary; or at the written request signed by three members of the Board of Directors. The purpose of the meeting shall be stated in the call.

Section 3. A quorum for the purpose of holding any meeting of the Board of Directors shall be one-third (1/3) of the non-vacant members of the Board of Directors.

Section 4. A simple majority vote shall be required to pass any motion at any meeting of the Board of Directors, unless otherwise provided.

Section 5. Notice of meetings of the Board of Directors shall be in writing and given by personal delivery, by ordinary mail, facsimile or email. If notice is given by mail, it shall be deemed given when posted and addressed to the last known address of the director.

Section 6. Each director shall receive one week's notice of a regular or special Board of Directors meeting and each director's notice shall be in writing and sent either by personal delivery or by ordinary mail or email.

Section 7. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents, which may be in electronic form, shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE VIII DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1. The property and business of this Association shall be managed by the Board of Directors.

Section 2. 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 Association, and elsewhere in these bylaws, the following specific powers are expressly conferred on the Board of Directors: to purchase or otherwise acquire for the Association any property, right or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to appoint, remove or suspend subordinate agents or servants, to determine their duties and set their salaries; to determine who shall be authorized, on behalf of this Association, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments; to delegate any of the powers of the Board to any standing committee, special committee, or to any officer or agent of the Association, with such powers as the Board may seem fit to grant; generally to do all such lawful acts and things as are not by law, or by charter, or by these bylaws directed or required to be done by the members.

Section 3. Directors are obligated to represent the Association in a positive manner, and

work to achieve the Association's mission. This includes, but is not limited to, supporting fund-raising efforts, attending Association events, and supporting the Association in any other way they are able.

ARTICLE IX NOMINATION, ELECTION AND TERM OF OFFICE OF OFFICERS

Section 1. The Board Development Committee, Site Administrator, and current officers of the Board shall serve as a committee to nominate officers of the Board for the next year.

Section 2. At the December Board Meeting, or at the next Board Meeting immediately following the general membership meeting held in November of each year, the special committee designated in Section 1 shall offer nominations for officers for the next year, and the officers shall be elected at that time. Newly elected Board Members shall be invited to that meeting to observe the meeting and vote in the election of officers. Board Members whose terms expire and/or were not re-elected to the Board shall not vote for officers for the next year.

Section 3. A simple majority of the Board present and voting shall be required to elect the officers of the Association.

Section 4. The term of office for all officers shall be for one year, more or less beginning at the time of election by the Board of Directors and ending when his successor is elected at the next annual election.

Section 5. No officer shall hold the office of President or Vice President for more than four (4) consecutive terms without a majority vote of those members present at the general membership meeting.

ARTICLE X OFFICERS

Section 1. The Officers of the Association shall be the President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the Association may require.

Section 2. All Officers must be members of the Board of Directors.

Section 3. Signatures by any two of the duly elected officers shall be required for all endorsements, bank accounts, checks, releases, certificates of deposit or any other instruments that have been authorized by the Board of Directors.

ARTICLE XI DUTIES OF OFFICERS

Section 1. The President shall be the chief executive officer of the Association; he/she

shall preside at all meetings of the members and directors; he/she shall have general and active management of the affairs of the Association; he/she 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, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Association. He/she shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President.

Section 2. 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 he/she may be required to do from time to time.

Section 3. The Secretary shall attend all sessions of the Board of Directors and all meetings of members and act as clerk thereof, and record all the votes of the Association and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He/she shall give, or cause to be given, notice, in writing by ordinary mail or by personal delivery or by e-mail at least one week before all meetings of the members of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 4. The Treasurer, under the direction of the Board of Directors, shall have charge of the Association's funds and securities and shall monitor full and accurate accounts of receipts and disbursements in books belonging to the Association and shall monitor the monies of the Association in depositories designated by the Board of Directors. He/she shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association.

ARTICLE XII STAFF

Section 1. The Board may appoint a Business Manager and such other staff as they think necessary and set their term of employment, duties, conditions of employment and compensation.

Section 2. The Business Manager will be responsible for the Association's receipts and expenditures of all funds under his/her control. He/she shall keep all the books and records of this Association; shall pay all vouchers or bills as directed by the President or Board of Directors; and shall render to the President and Directors, whenever they may require it, an account of all his/her transactions as Business Manager and of the financial condition of the Association.

Section 3. The Business Manager will assist the Treasurer with the Associates' funds and securities. The Business Manager will be authorized by the Board of Directors as a registered accounts co-signer.

Section 4. The Business Manager will report directly to the Site Administrator and the

Board of Directors. The Business Manager is an ex-officio member of all committees of the Associates except the Nominating Committee.

**ARTICLE XIII BOARD DEVELOPMENT COMMITTEE, EXECUTIVE
COMMITTEE AND OTHER STANDING COMMITTEES**

Section 1. The President, upon being elected to office, shall appoint a Board Development Committee of not less than five members from the Board of Directors, one of whom shall be designated as the Chair and none of whom shall be eligible for election or re-election, at least sixty days prior to the election. The Board Development Committee shall compile needed materials, getting Board approval where necessary on prospective Board member applications and Board orientation manuals or handbooks and in addition to the following duties:

- (a) Ensure that the composition of the Board of Directors is reflective of the needs of the organization and that the Board members remain engaged and productive.
- (b) Nominate from the members of the Association a sufficient number of nominees to fill the scheduled vacancies to the Board of Directors. Said committee shall file a list of nominees with the Secretary of the Board not later than thirty days before the election.
- (c) Maintain information on the expertise and interests of the Board members for use by the Board President in making committee assignments.
- (d) Monitor Board member participation and enforce Board rules on attendance and performance.
- (e) Re-evaluate the contributions of current Board members up for re-election.
- (f) Anticipate vacancies on the Board. Assess the needs of the corporation and identify potential Board candidates.
- (g) Solicit the participation of other Board members, staff and volunteers in identifying potential Board candidates.
- (h) Make recommendations to fill vacancies that occur between terms.
- (i) Interview prospective Board members.
- (j) Propose a slate of candidates to fill vacancies to the full Board of Directors or membership for approval.
- (k) Conduct new Board member orientations.

(1) Arrange for ongoing training for all Board members on aspects of board governance such as fiduciary responsibility, risk management etc.

Section 2. There shall be an Executive Committee consisting of the President, or Vice President in the absence of the President, the Treasurer and Secretary, Business Manager and Site Administrator. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3. There shall be such other standing committees as from time to time shall be determined by the President.

ARTICLE XIV INDEMNIFICATION AND INSURANCE

Section 1 . Indemnification and Limitation of Liability.

a. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason that such person is or was a member, director, officer, employee or volunteer of the Corporation, shall be and hereby is indemnified by the Corporation if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe the conduct was unlawful. This indemnification shall run in favor of and to the benefit of such person's estate or personal representative.

b. Such indemnification shall be against all judgments, fines, sums paid in settlement and reasonable expenses, including attorney's fees and costs actually and necessarily incurred as a result of such action or proceeding, or any appeals thereof, to the fullest extent permitted and in the manner from time to time amended or such other statute, act, rule, regulation, or law, as may be applicable to the extent that such is not inconsistent with the laws of Pennsylvania. All sums subject to indemnification hereunder may be paid, advanced, or reimbursed periodically as incurred or accrued.

c. The provisions of (a) and (b) of this section shall be deemed a contract between the corporation and each member, director, officer, employee, and volunteer at all times while this section is in effect. Any repeal or modification of such provisions or any applicable provisions of the laws of Pennsylvania will not be deemed to affect the rights or obligations then existing as such relates to any action or proceeding theretofore or thereafter brought or threatened, based in whole or in part on any state of facts existing as of such repeal or modification. The right of indemnification as provided in this section shall not be deemed to exclude any other right, privilege, reimbursement or indemnification to which any director, officer, employee, or volunteer may now be or hereafter become entitled apart from the provisions of this section.

d. No director of the Corporation shall be personally liable for monetary damages as such for any action taken or for any failure to take any action unless:

i. The director has breached or failed to perform the duties of his or her office as set forth in all applicable statutes (including but not limited to the provisions of 15 Pa. C.S.A., Section 5712) relating to standard of care and justifiable reliance, and unless;

ii. The breach or failure to perform of such duty constitutes self-dealing, willful misconduct, or recklessness.

iii. The provisions of (i) and (ii) above will not apply to any criminal statute or to the liability of a director for the payment of taxes pursuant to local, state or federal law.

e. The board of directors may obtain insurance to indemnify such persons entitled to indemnity as provided in this section.

ARTICLE XV CONFLICTS OF INTEREST

Section 1. Policy. It is recognized that occasions may arise when a member of the board of directors or an officer of the Corporation has a financial interest in a contract or transaction upon which action is to be taken or withheld by the board or a committee thereof. It is the policy of the Corporation and of its board of directors that:

a. Any material facts as to such financial interest shall be disclosed by such director or officer to the members of the board or committee;

b. The director or officer having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such director or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and the abstention from voting;

c. No contract or transaction in which a director or officer has a financial interest shall be knowingly entered into by the Corporation unless it has been authorized in good faith by the board of directors pursuant to Section 5728 of the Corporation Not-for-profit Code.

ARTICLE XVI AMENDMENTS

Section 1. The members of this Association may, by a majority vote of the members present and voting, alter, amend, suspend, or annul these bylaws at any regular meeting or special meeting called for this purpose.

ARTICLE XVII ADOPTION OF BYLAWS

Section 1. These bylaws shall be adopted by a majority vote of the members present and voting at the time of its proposal to the members for the ratification.

Section 2. These bylaws shall be in full force and effect immediately upon their adoption as set forth in Section 1.

ARTICLE XVIII FISCAL/CALENDAR YEAR

Section 1. The fiscal or calendar year of the corporation shall be determined by a majority vote of the Board.

ARTICLE XIX TERM

Section 1. The term of existence of the Association shall be perpetual, in accordance with the terms of its agreement with the Pennsylvania Historical and Museum Commission.

ARTICLE XX DISSOLUTION

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and in the agreement with Pennsylvania Historical and Museum Commission; and no part of said funds shall inure, or be distributed to, the members of the Association. On dissolution of the Associates, any funds remaining shall be distributed to the Pennsylvania Historical and Museum Commission.

ARTICLE XXI RULES OF ORDER

Section 1. All points of order provided for in these by-laws shall be guided by "Robert's Rules of Order, Revised."