



Bristol Cultural & Historical Foundation, Inc.

By-Laws

As Amended & Adopted November 2015

ARTICLE I - OFFICES

1. The registered office of the Bristol Cultural and Historical Foundation, Inc., shall be at 321 Cedar Street, Bristol, Bucks County, Pennsylvania.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II - SEAL

1. The Corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE III - MISSION

1. The Mission of the organization is to preserve and promote the history of the area and increase the cultural opportunities for the residents of the community.
2. Each year the Bristol Cultural and Historical Foundation shall participate in charitable giving in the amount to be determined at the first regular Board meeting of the New Year. Recipients of giving will be determined by majority vote of board members at any time during the giving period, which will be from January through December of each year.

ARTICLE IV - MEMBERSHIP

1. Classification of members will be:
 - a. Individual Membership
 - b. Family Membership
 - c. Business Membership
2. Membership classifications are defined as follows:
 - Individual - a single applicant, who has been accepted and remains in good standing by the payment of annual dues according to the schedule determined by the Board of Directors.
 - Family - husband, wife and children under age 18, who have been accepted and remain in good standing by the payment of annual dues according to the schedule determined by the Board of Directors
 - Business - organizations who have been accepted and remain in good standing by the payment of annual dues according to the schedule determined by the Board of Directors. Such membership shall not imply or grant membership privileges to individual members of the affiliated organization.
3. All new members shall complete an application form and submit with dues to the membership chairperson. Renewal of membership shall be by payment of annual dues.

ARTICLE V - DUES

1. Dues shall be according to a schedule determined by the Board of Directors and shall be for the calendar year during which they are paid. Membership can be terminated by any member on written notice, but such termination shall not entitle member to any refund of dues.

ARTICLE VI - DIRECTORS

1. The business of this corporation shall be managed by its Board of Directors, fifteen in number, divided into three (3) equal classes; one class shall be elected annually for a term of three years and one class has the choice of retiring or standing for reelection. If the successor of a Board of Directors member shall not have been duly elected at the time of the expiration of his term, said member shall continue in office until such time as his successor is duly elected. Any vacancy in the Board of Directors shall be filled for the duration of the unexpired term by the remaining members. Only two (2) members of immediate family may serve on Board of Directors at the same time.
2. The Board of Directors shall include fifteen (15) elected members in good standing.
3. Nominations for the Board of Directors shall be made by written application to a Nominating Committee appointed by the President and approved by the Board of Directors. The Nominating Committee shall be composed of Bristol Cultural & Historical Foundation (BCHF) members in good standing and may not include Board members whose terms expire that same year. A Nominating Committee shall be formed at the

- September Board of Directors meeting. Election to the Board of Directors shall be held at the annual membership meeting and be by written vote or, if there is no opposition, by acclamation of the members present.
4. Election to the Board of Directors shall be in accordance with the following:
 - a. Members can only vote in person at the annual membership meeting.
 - b. The record date for determining members' entitlement to vote shall be Historic Bristol Day or the third (3rd) Saturday in October, and notice of the annual membership meeting shall be given in the October issue of THE GAZETTE. Those members not in good standing by Historic Bristol Day or the third (3rd) Saturday in October will not be eligible to vote.
 - c. A simple majority of eligible voters present is required for election.
 - d. The chairperson of the Nominating Committee shall serve as Judge of Election and the members of that committee shall serve as alternates, with the responsibility to
 - (1) determine the number of members in good standing as of the record date, and
 - (2) conduct the election, collect and count ballots.
 - e. Quorum is defined as the presence at a membership meeting of twenty (20) members in good standing. In the event twenty (20) members are not present at a membership meeting, no official business can be conducted and the meeting shall be adjourned and rescheduled with proper notice.
 - f. Board members are to be given an up-to-date copy of the By-Laws and Financial Policy upon their election to the Board.
 5. Special meetings of the Board of Directors shall be by the call of the President and notification of members of the Board of Directors. A committee of at least five (5) Board members may call a meeting of the Board of Directors. A quorum of the Board of Directors shall be defined as five (5) directors.
 6. Minutes of meetings of the Board of Directors shall be taken by a person present as directed by the President or presiding officer and these shall be kept in the files of the organization with copies distributed to all Board members.
 7. Ten regular meetings of the Board of Directors shall be held annually without notice on the second Wednesday of each month except for December and one summer month chosen by the Directors. The meetings of the Board of Directors may be held at the corporation office or at such other place within the Commonwealth as a majority of the directors may from time to time appoint or as may be designated in the notice calling the meeting.
 8. Directors shall not receive any salary for their services.
 9. In the event a Director misses four (4) regularly scheduled meetings during a calendar year, that Director may be subject to dismissal by a majority vote of the Directors present at a meeting, so long as written notice is given to the Board member and the Board member is given the opportunity to respond at a Board meeting prior to the vote for dismissal.

ARTICLE VII - OFFICERS

1. In advance of the annual membership meeting, the Nominating Committee is to issue a "Form of Intent" upon which each Director is to indicate his/her interest in remaining in an existing office or being considered for an office for the coming year. Also nominations by other board members for officers will be accepted at this meeting. Election to offices on the Board shall take place at the first regular Board meeting of the year, and that election shall be the first order of business. Election will be by a majority vote of the Board members. Elections will be held by ballot unless all of the offices are uncontested. Candidates must be members of the Board of Directors. Election results shall be announced to the membership in the February GAZETTE. Officers shall consist of: President, Vice-President, Treasurer, and Corresponding Secretary, all of which must be members of the Board of Directors.
2. The President shall be the chief executive officer and shall exercise general direction and supervision over the conduct of organizational activities and policy. The President or, in his absence, the Vice-President or, in the absence of both, a President Pro-Tempore chosen by the Board members present, shall preside at all meetings of the membership and of the Board of Directors.
3. The Treasurer shall be responsible for the funds of the organization, collect dues, authorize payment of all bills, maintain adequate records of all income and expenditures, and present reports of financial status at the regular Board of Directors meetings.
4. The Corresponding Secretary shall be responsible for notifying members of meetings and activities, maintaining a correct mailing list, and assume all correspondence for the organization. This officer shall keep in safe custody the corporate seal of the corporation and, when authorized by the Board, affix the seal to any instrument requiring same.
5. The position of Recording Secretary may or may not be filled by a Board member and, if not, would be an appointed, paid position and have no voting rights. The Recording Secretary shall maintain a yearly file of meeting minutes at BCHF headquarters.
6. The President and Vice President shall not serve more than three consecutive terms.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

1. The President or presiding officer at any business meeting shall be empowered to appoint any working committees deemed advisable. Membership and chairpersons of such committees shall be recorded in the minutes.
2. Regular meetings of the organization shall be held at times and dates determined by the Board of Directors. The last meeting of the year shall be designated as the annual business meeting for the election of members of the Board of Directors and for formal reports by the officers on the activities of the preceding year. The officers for the following year shall be announced at this meeting.
3. All checks or demands for money and notes of the corporation shall be signed by the President and Treasurer, or by such officer or officers as the Board of Directors may from time to time designate.
4. The fiscal year shall begin the first day of January of each year.
5. The President and Board of Directors shall present at the annual meeting a full and complete statement of the business and financial affairs of the corporation for the preceding year. Such statement shall be presented in whatever manner the Board of Directors shall deem advisable and will be verified by a certified public accountant.
6. The By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of all members in good standing in person at a special meeting of the organization, provided that such amendment has been submitted in writing to the Board of Directors, has been approved by the Board of Directors, and written notice of the proposed change or changes has been mailed via U.S. Postal Service or is made available electronically to all members of the organization at least two weeks prior to voting, with a notice as to the date, time and place of such voting, such notice to be incorporated in the minutes of the meeting.

ARTICLE IX - DIRECTORS' LIABILITY

1. Limitation of Personal Liability of Directors. A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
 - a. the director has breached or failed to perform the duties of his or her office as defined in Section 2 below; and
 - b. the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.The provisions of this Section shall not apply to:
 - a. the responsibility or liability of a director pursuant to any criminal statute; or
 - b. the liability of a director for the payment of taxes pursuant to local, state or federal law.
2. Standard of Care and Justifiable Reliance
 - a. A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with such care, including inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements or other financial data, in each case prepared or presented by any of the following:
 - (1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in matters presented;
 - (2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
 - (3) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
 - b. In discharging the duties of their respective positions, the Board, committees of the Board and individual director may, in considering the best interest of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection a. of this Section.
 - c. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.
3. Indemnification in Third Party Proceedings. The corporation shall indemnify any person 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 (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fine and amounts

paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner 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 his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonable believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

4. Indemnification in Derivative Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she 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 corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Bucks County or other court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.
5. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these by-laws to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 3 or Section 4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
6. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 3 or 4 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:
 - a. by the Board by a majority vote of a quorum, consisting of directors who were not party to such action, suit or proceeding; or
 - b. if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
7. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or in behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in paragraphs 1 through 3 above.
8. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.
9. Insurance. The corporation 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 another corporation, partnership, joint venture, trust or other enterprise 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 corporation would otherwise have the power to indemnify such person against such liability.
10. Reliance on Provision. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by the Article.