

BYLAWS OF THE PENNSYLVANIA RESERVE VOLUNTEER CORPS HISTORICAL SOCIETY

(A Pennsylvania Nonprofit Corporation)

Effective Date: January 1, 2026

Article I. Name, Purpose, and Status

- I. **Name.** The name of the corporation is The Pennsylvania Reserve Volunteer Corps Historical Society (the “Corporation”).
- II. **Nonprofit & Public Charity Status.** The Corporation is a nonprofit corporation organized under the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S. § 5101 et seq. (the “PNCL”). The Corporation is operated exclusively for charitable, educational, and historical purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- III. **Purpose.** The Corporation preserves, researches, and interprets the history and legacy of the Pennsylvania Reserve Volunteer Corps and related Civil War–era units through archival work, publications, programs, and public history projects.
- IV. **No Members.** The Corporation shall have no voting members within the meaning of the PNCL. All corporate powers reside in the Board of Directors.

Article II. Offices & Records

- I. **Principal Office.** The principal office shall be in the Commonwealth of Pennsylvania as determined by the Board.
- II. **Records.** The Corporation shall maintain accurate books and records, including board minutes, policies, financial records, and corporate filings, at the principal office or in a secure electronic repository accessible to officers.

Article III. Board of Directors

- I. **Authority & Duties.** The Board of Directors (the “Board”) governs the Corporation, sets policy and strategy, oversees finances, and ensures legal and ethical compliance.
- II. **Number & Qualifications.** The Board shall consist of up to fifteen (15) directors, but never fewer than three (3). Directors shall support the mission and meet duties of care, loyalty, and obedience.
- III. **Terms.** Directors serve two-year staggered terms, until a successor is elected and qualified.
Directors may be re-elected without term limits unless the Board establishes limits by policy.
- IV. **Election & Vacancies.** Directors are elected by majority vote of the Board. The Board may fill vacancies at any regular or special meeting; appointees complete the unexpired term.
- V. **Removal & Resignation.** A director may resign at any time by written notice to the Secretary. The Board may remove a director for cause by majority vote of the full Board after notice and an opportunity to be heard. A director who misses three consecutive regular board meetings without prior notice or valid explanation shall be deemed to have voluntarily resigned from the Board, subject to confirmation by a majority vote of the full Board. The Secretary shall notify the director of this status, and the Board may fill the vacancy in accordance with these bylaws.
- VI. **Compensation.** Directors serve without compensation but may be reimbursed for reasonable expenses pursuant to policy. No loans shall be made to directors or officers.

Article IV. Meetings of the Board

I. **Regular Meetings.** The Board meets monthly on the first Sunday at 7:00 PM Eastern, typically by videoconference, unless otherwise scheduled by the President. II. **Special Meetings.** Special meetings may be called by the President or any two directors with reasonable notice stating date, time, and purpose.

III. **Notice & Waiver.** Notice may be delivered electronically. Attendance constitutes waiver of notice except where a director attends solely to object to the meeting.

IV. **Quorum & Voting.** A majority of the directors then in office constitutes a quorum. Unless otherwise stated, actions require a majority vote of directors present. No proxy voting.

V. **Remote Participation.** Directors may participate by phone or electronic means allowing all participants to hear each other; such participation counts as presence in person. VI. **Electronic Voting.** When circumstances require, and provided that all directors have reasonable access to the necessary technology, the Board may conduct votes electronically, including by email or secure electronic platforms, so long as all directors receive the same information, have an opportunity to discuss the matter through remote communication, and the method used reasonably verifies each director's identity and intent. Electronic votes shall be recorded in the minutes and shall carry the same force and effect as votes cast in person during a meeting.

VII. **Action by Unanimous Consent.** Any action required or permitted may be taken without a meeting by unanimous written consent, including electronic consent, and filed with the minutes.

Article V. Officers

I. **Officers.** The officers are President, Vice President, Secretary, and Treasurer. The Board may appoint additional non-statutory officers as needed.

II. **Election & Term.** Officers are elected biennially (every two years) by the Board from among the directors and serve two-year terms until successors are elected and qualified.

III. Duties.

a. **President:** Chairs the Board; sets agendas; ensures implementation of Board decisions; may execute documents on behalf of the Corporation.

b. **Vice President:** Assists the President and acts in the President's stead when absent.

c. **Secretary:** Maintains minutes and corporate records; provides required notices; manages board rosters and resolutions.

d. **Treasurer:** Oversees financial management, budgeting, internal controls, and required filings; provides regular financial reports.

IV. **Removal & Vacancies.** Any officer may be removed by majority vote of the full Board. Vacancies are filled by the Board for the remainder of the term.

Article VI. Committees

I. **Standing Committees.** The following standing committees are authorized: a. **Executive Committee** (Board officers plus additional directors as the Board may appoint) - may act between Board meetings within limits set by the Board and law; shall not amend bylaws, approve budgets, or hire/fire the chief executive (if any).

b. **Governance Committee** - board development, nominations, onboarding, policies, and evaluations.

c. **Fundraising & Development Committee** - donor relations, sponsorships, grants, campaigns, and earned-income initiatives consistent with mission.

- d. ***Historical Research & Genealogy Committee*** - research standards, archives, publications, and journal support.
- e. ***Monuments, Memorials & Gravesites Committee*** - projects relating to preservation, cemeteries, markers, and monuments.
- f. ***Programs & Events Committee*** - traveling exhibits, public programs, and event planning.

II. **Membership & Authority.** Committee members and chairs are appointed by the Board or President, subject to Board ratification. Committees report to the Board and may not bind the Corporation unless expressly authorized.

III. **Ad Hoc Committees/Task Forces.** The Board or President may create time-limited task forces for specific projects.

Article VII. Ethics, Conflicts, and Compliance

- I. **Conflict of Interest.** Directors, officers, and key volunteers shall annually disclose potential conflicts and follow the Corporation's Conflict of Interest policy. Interested directors may be counted toward quorum but shall abstain from voting on matters in which they have a financial interest, consistent with PNCL and IRS requirements.
- II. **Code of Conduct.** The Board shall maintain a concise code of conduct and whistleblower policy proportionate to the Corporation's size and risk.
- III. **Document Retention & Open Records.** The Corporation shall maintain reasonable document retention and access practices; donor privacy and legal privileges shall be protected.

Article VIII. Finance & Administration

- I. **Fiscal Year.** The fiscal year is January 1 – December 31.
- II. **Budget & Controls.** The Board adopts an annual budget. The Treasurer implements internal controls, segregation of duties appropriate to an all-volunteer organization, and prepares periodic financial reports.
- III. **Banking & Contracts.** Authorized signers are designated by Board resolution. Contracts and instruments must be executed by the President or a duly authorized officer consistent with Board policy.
- IV. **Grants & Restricted Funds.** Restricted gifts shall be used in accordance with donor intent; the Board may establish designated funds by resolution.
- V. **Insurance.** The Corporation shall maintain appropriate insurance (e.g., general liability, D&O, and event coverage) as approved by the Board.

Article IX. Indemnification

To the fullest extent permitted by the PNCL and public policy governing §501(c)(3) organizations, the Corporation shall indemnify directors and officers for acts undertaken in good faith within the scope of their duties and may purchase insurance to cover such liabilities. This Article is intended to be no broader than permitted by applicable law and shall be construed accordingly.

Article X. Dissolution

Upon dissolution, the Corporation's assets shall be distributed as provided in its Articles of Incorporation exclusively for one or more purposes set forth in Section 501(c)(3) of the Internal Revenue Code or to governmental entities for public purposes.

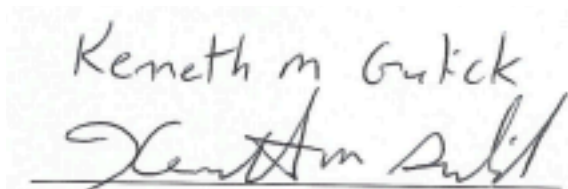
Article XI. Amendments

These bylaws may be amended by majority vote of the full Board at any regular or special meeting, provided at least ten (10) days' advance notice of the proposed amendment is given to all directors.

Certification

Adopted by the Board of Directors on December 7, 2025, to take effect January 1, 2026.

Secretary (Acting): Keneth M. Gulick

A handwritten signature in black ink, reading "Keneth M. Gulick" on the first line and "Keneth M. Gulick" on the second line, underlined.

Date: 07 Dec 2025