BYLAWS OF

THE GENEALOGICAL SOCIETY OF PENNSYLVANIA

ARTICLE I – NAME

The name of this Society shall be The Genealogical Society of Pennsylvania ("Society"). The Society shall be operated as a nonprofit corporation under the laws of the Commonwealth of Pennsylvania, no part of the net earnings of which shall inure to the benefit of any private individual.

ARTICLE II – PURPOSES

The purposes of this Society shall be (1) to provide leadership and support in promoting genealogy through education, preservation, and access to Pennsylvania-related genealogical information; and (2) the issuance from time to time of a genealogical magazine, newsletter and other publications.

ARTICLE III – MEMBERSHIP

Section 1. Membership is open to all persons (an individual, not an entity) 18 years of age or older who are interested in genealogy and the Society's purposes. Any person who desires to become a member shall complete an application form along with payment of dues.

Section 2. Membership Classifications. There shall be such classifications of membership, with such voting rights, in this Society, as shall from time to time be determined by the Board of Directors.

Section 3. Dismissal. Any member whose conduct may be considered inimical to the best interests of the Society in general may, after deliberation by the Executive Committee, be requested to resign or be dropped from membership by action of the Executive Committee or Board of Directors.

ARTICLE IV – DUES

Section 1. Members shall pay such dues as may be decided from time to time by the Board of Directors.

Section 2. Dues shall be billed annually on a rolling basis, one month in advance of the anniversary date of membership. Any member whose dues have not been timely paid shall be dropped from membership. Reinstatement may later be made upon payment of dues at the prevailing amount.

ARTICLE V – MEMBER MEETINGS

Section 1. Annual Membership Meeting. The President shall call an annual general meeting of the members, which will be held at a spring date and location (including a virtual location) to be determined by the Board of Directors. The Secretary shall give notice (which may be electronic) of such meeting not later than sixty (60) days before the date of the meeting. As permitted under Pennsylvania law, the meetings may be virtual and members may participate in a meeting by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting. The presence or participation, including voting and taking other action, at a meeting of members, or the expression of consent or dissent to corporate action, by a member by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the member for the purposes of this section.

Section 2. Special meetings. A special meeting of the Society's members may be called by a two-thirds (2/3rds) vote of the Board of Directors or by written demand of at least 10 percent of Society members entitled to vote on issues proposed.

Section 3. Quorum. For purposes of any Member Meeting of the Society, those attending shall constitute a quorum.

Section 4. Voting Rights. Members shall have the right to vote on elections for board members and officers, which voting may take place electronically. Each member is entitled to one vote. Mere subscribers are not members and shall not be entitled to vote.

ARTICLE VI. OFFICERS

Section 1. Elected Officers. Elected officers of the Society shall be a President, two Vice Presidents (a First Vice President and a Second Vice President), a Secretary, and a Treasurer. The Officers shall serve without compensation for their services.

Section 2. Duties of Officers. These officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws, the Policy and Procedures Manuals, and by the parliamentary authority adopted by the Society.

A. The President shall

1. Be the chief executive officer and official spokesperson of the Society;

2. Appoint, with the approval of the Board of Directors, a counsel and parliamentarian as needed;

3. Enter into agreements on behalf of the Society, with the approval of the Executive Committee in between regular meetings of the full Board of Directors, with notice to and input from the full Board of Directors, or by the full Board of Directors;

4. Pay reasonable compensation for materials or services rendered in pursuit of the Society's objectives;

5. With the advice and consent of the Executive Committee, appoint all committees, except the Nominating Committee, with the approval of the Board of Directors;

6. Be an ex-officio member of all committees with the exception of the Nominating Committee; and

7. Perform such other duties as these Bylaws or the Board of Directors shall assign.

B. The First Vice President shall

1. Assume the duties of the President in the absence of, or at the request of, the President;

2. Assume the office and duties of the President for the remaining term in the event of a vacancy in the office of President;

3. Review annually the Bylaws, and Policies and Procedures Manuals, and recommend appropriate changes and additions for potential adoption by the Society;

4. Perform such other duties as the President or Board of Directors shall designate.

C. The Second Vice President shall

1. Assume the duties of the President in the absence of, or at the request of, the President and the First Vice President;

2. Assume the office and duties of the President for the remaining term in the event of a vacancy in the offices of President and First Vice President; and

3. Perform such other duties as the President or Board of Directors shall designate.

D. The Secretary shall

1. Be responsible for the minutes of all Executive Committee meetings, all meetings of the Board, and all meetings of the general membership;

2. Supervise custody of the records of the Society pursuant to the Society's Records Retention and Destruction Policy;

3. Attest documents as necessary;

4. Be responsible for sending notices of all meetings or delegating this duty; and

5. Perform such other duties as the President or Board shall designate.

E. The Treasurer shall

1. Oversee or initiate the payment of all approved expenses;

2. Oversee management and reporting of financial information, including a year-end financial statement;

3. Cause to be filed the required reports with the IRS and other governmental bodies;

4. Make the financial records available for an annual review or audit, if called for by the Board;

5. Develop an annual budget based on goals established by the Executive Committee with approval of the Board; and

6. Perform such other duties as the President or Board of Directors shall designate.

Section 3. Resignations. Any officer of the Society may resign at any time by giving written notice to the President and Secretary of the Society. Such resignation shall take effect at the date of receipt of such notice or at any later date specified in such notice and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. The Board may declare vacant the office of an officer of the Society if such officer is declared of unsound mind by an order of court; or convicted of a felony; or for any dereliction of duties; or if within sixty (60) days after notice of his or her election or appointment, he or she does not accept such office either in writing or by attending a meeting of the Board.

Section 5. Removal. Any officer of the Society may be removed, without cause, by the Board after reasonable notice and an opportunity to be heard, whenever in the judgment of a majority of the Board the best interests of the Society will be served by such removal.

Section 6. Filling of Vacancies. Any vacancy or vacancies in an office because of death, resignation, removal in any manner, disqualification, or any other cause, may be filled by a majority vote of the remaining members of the Board, at any regular or special meeting; and each such person so elected to the vacant office shall be a director to serve for the balance of the unexpired term of office.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The members of the Board of Directors shall be:

A. The elected officers (5).

B. The elected directors (7 to 11): The Board of Directors shall determine from time to time the number, within 7 to 11 (in addition to its Officers), of its Board of Directors. The Board of Directors shall serve without compensation for their services.

C. The immediate past president, if willing to serve, as an ex-officio member of the Board of Directors for up to two years.

Section 2. The Board of Directors shall be the policy-making body of the Society and shall exercise all powers and perform all duties not vested by these Bylaws in the Officers, the Executive Committee, or in the members.

Section 3.

A. Meetings of the Board. The Board of Directors shall hold four (4) meetings annually (which may be virtual) at such time and place as it shall determine. The Secretary shall give notice (which may be electronic) of each regular meeting not later than sixty (60) days before the date of the meeting. Meetings of the Board of Directors shall preferably be held in the months of April, June, October and January.

B. Special Meetings of the Board. Special meetings of the Board of Directors shall be held at any time and place upon the call of the Executive Committee or upon the request of five (5) board members. Special meetings may be held virtually. Notice of special meetings shall be provided at least seven (7) days prior to the start of the meeting. The purpose of the special meeting shall be included in the call for the meeting. No business may be transacted at a special meeting without the presence of a quorum.

Section 4. Quorum. A majority of the then currently serving Officers and Board of Directors shall constitute a quorum for transacting business at any meeting.

Section 5. Board Meetings and Voting. As permitted under Pennsylvania law, the Board Meetings may be virtual and board members may participate in a meeting by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a board meeting pursuant to this section shall constitute presence in person at the meeting. The presence or participation, including voting and taking other action, at a board meeting, or the expression of consent or dissent to corporate action, by a board member by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the board member for the purposes of this section. A vote by electronic means may be taken when necessary. Action taken in this manner shall be verified and made a part of the minutes of the next meeting of the Board of Directors.

Section 6. Resignations. Any Director of the Society may resign at any time by giving written notice to the President and Secretary of the Society. Such resignation shall take effect at the date of receipt of such notice or at any later date specified in such notice and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. The Board may declare vacant the seat of a Director of the Society if such Director is declared of unsound mind by an order of court; or convicted of a felony; or for any dereliction of duties (which may include failure at attend meetings regularly); or if within sixty (60) days after notice of his or

her election or appointment, he or she does not accept such directorship either in writing or by attending a meeting of the Board.

Section 8. Removal. Any Director of the Society may be removed, either with or without cause, by the Board after reasonable notice and an opportunity to be heard, whenever in the judgment of a majority of the Board the best interests of the Society will be served by such removal.

Section 9. Filling of Vacancies. Any vacancy or vacancies in Directorship because of death, resignation, removal in any manner, disqualification, or any other cause, may be filled by a majority vote of the Executive Committee, with the approval of a majority of the remaining directors; and each such person so elected to the vacant directorship shall be a Director to serve for the balance of the unexpired term.

ARTICLE VIII. ELECTIONS AND TERMS OF OFFICE

Section 1. Elections.

A. Balloting. The Nominating Committee shall prepare or cause to be prepared an electronic ballot (or physical ballot, if such is chosen) for voting (which may be electronic) and assure that all eligible voters are informed.

B. Certification. The Secretary shall certify the election results. Elections for the Officers will be determined by a majority of votes cast. If no nominee receives a majority of the votes cast, the nominee receiving the lowest number of votes will be eliminated and the ballot recast provided there remain at least two candidates on the ballot for that office. Elections for the Board of Directors will be determined by plurality vote. The candidate receiving the most votes will be declared elected regardless of whether a majority of votes cast was obtained or not.

Section 2: Terms of Office.

A. Officers. Officers shall serve for two (2) years beginning at the conclusion of the Annual Meeting or board meeting at which the election takes place and such officers may serve two (2) consecutive terms. The Executive Committee may from time to time determine how, if at all, such offices will be staggered, with the consent of the Board of Directors.

B. Members of the Board of Directors. Directors shall serve for three (3) years beginning at the conclusion of the Annual Meeting or board meeting at which the election takes place and such members may serve no more than two (2) consecutive terms. The Executive Committee may from time to time determine how, if at all, such directors' service will be staggered, with the consent of the Board of Directors.

C. Nominating Committee members may serve from year to year beginning on the first day of January following election and may serve no more than five (5) consecutive terms.

D. Current Officers and Directors Terms. Notwithstanding the above Article VIII, Section 2 (A & B), the commencement of the term limits of the current Officers and Directors start anew with the adoption of these new Amended Bylaws.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. Composition. The members of the Executive Committee shall be the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer. When the Counsel, Parliamentarian and the Executive Director attend meetings of the Executive Committee, they do so in an advisory capacity.

Section 2. Duties.

A. The Executive Committee shall be the managerial and operating body of the Society and shall maintain the Procedures Manual.

B. The Executive Committee, with the advice and approval of the Board of Directors, shall establish an annual operating budget, a summary of which shall be published and distributed to the members.

Section 3. Meetings. The Executive Committee shall meet and report its activities to the Board on a regular basis. The Executive Committee may meet prior to each meeting of the Board of Directors or at the written request of the President or any two officers. Any meeting of the Executive Committee may be conducted electronically or in person or a combination of both (a hybrid meeting). Officers may participate in meetings of the Executive Committee by conference telephone, webcams or similar communications equipment by means of which all persons participating in the meetings can hear each other. Officers so participating shall be deemed present at any such meeting.

Section 4 Vacancies. In the event a vacancy occurs on the Executive Committee, the Board of Directors shall elect (which election may be electronic), within forty-five (45) days, another member to fill the unexpired term.

ARTICLE X. NOMINATING COMMITTEE

Section 1. Nominating Committee. A Nominating Committee consisting of five (5) members shall be formed periodically as needed to have five (5) currently acting members. Not more than two members should be a Director of the Society, and all members shall be appointed by the Executive Committee, with the approval of the Board of Directors. The Nominating Committee will elect the Chair from one of the two Directors of the Society from within their committee.

1. **Vacancies**.

(a) In the event of a vacancy left by the Nominating Committee member who is a Society Director, then the Executive Committee, shall as expeditiously as possible, attempt to appoint a replacement Director member of the Nominating Committee. In the event that the Executive Committee is unable to reasonably appoint a replacement Director member of the Nominating Committee, then the Executive Committee shall expeditiously appoint a non-Director to such vacant position.

(b) In the event of a vacancy or vacancies left by the Nominating Committee members who were not the Society Director, then the Executive Committee shall expeditiously, electronically seek input from Society members as to Nominations to such vacant Nominating Committee position or positions, and after a 14-day electronic notice to Society Members seeking such recommendations to the Nominating Committee, then the Executive Committee shall as expeditiously as possible appoint a replacement or replacements of the non-Director member or members of the Nominating Committee taking into consideration any recommendations from Society members.

Section 2. Nominating Committee Duties. The Nominating Committee shall make nominations for all offices, and directors, subject to review but not approval of the Executive Committee and directors, for which elections are to be held.

(a) The Nominating Committee shall nominate candidates, whose consent to serve has been obtained, and report on same to the Board and members sufficiently in advance of elections to allow nominations "from the floor."

(b) The Nominating Committee shall ensure that all nominees are eligible for election.

(c) The Nominating Committee shall ensure that the nominations for the Board of Directors are sufficient to maintain seven (7) to eleven (11) directors "at large" (pursuant to the current number of directors authorized by the Board of Directors) from the Society membership, in addition to the five (5) Officers. To allow for a competitive election of officers the nominations committee may nominate more than one candidate for each office.

(d) Prior to preparing the voting ballot (which may be electronic), the Nominating Committee shall issue a Call for Recommendations for Nomination. Members may email the Nominating Committee with nominations fourteen (14) days before the election and after the ballot has been published. The Nominating Committee will acknowledge each nomination received. The Nominating Committee verifies eligibility, and that the person is willing to run.

(e) The Nominating Committee shall timely prepare or cause to be prepared an electronic ballot (or physical ballot, if such is chosen) for voting (which may be electronic) and assure that all eligible voters are informed of the upcoming election.

(f) Only the names of candidates who have been duly nominated in accordance with these Bylaws shall appear on the ballot and be eligible for election. Write-in votes shall not be permitted and shall not be counted.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Society's Amended and Restated Articles of Incorporation, and any special rules of order that the Society may adopt.

ARTICLE XII. AMENDMENT OF BYLAWS

These Bylaws may be amended by affirmative vote of two-thirds of the Board present at any regularly called meeting provided that notice of proposed amendments is given to Officers and Directors at least thirty (30) days prior to the meeting.

ARTICLE XIII. DISSOLUTION

In the event of dissolution, (a) all of the Society's assets shall be assigned by the Board of Directors to qualifying nonprofit organizations; and (b) no such assets shall inure to the benefit of individual members in accordance with Section 501(c)(6) of the Internal Revenue Code.

ARTICLE XIV – INDEMNIFICATION

Section 1. Indemnification of Directors, Officers and other Persons. The Society shall indemnify any director, officer, employee, Counsel or agent of the Society or any of its subsidiaries who was or is an "authorized representative" of the Society (which shall mean, for the purposes of this Article, a Director or Officer of the Society, or a person serving at the request of the Society as a director, officer, Counsel, partner, fiduciary or trustee or another corporation, partnership, joint venture, trust, employee benefit plan

or other enterprise) and who was or is a "party" (which shall include for the purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for the purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Society, its members or otherwise) by reason of the fact that such person was or is an authorized representative of the Society to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for the purposes of this Article attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect to a portion of any liabilities to which such person may be subject, the Society shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

Section 2. Advancement of Expenses. The Society shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Article XIV, Section 1 in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount as it shall ultimately be determined that such person is not entitled to be indemnified by the Society as authorized in this Article and may pay such expenses in advance on behalf of any employee or agent on receipt of a similar undertaking. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

Section 3. Employee Benefit Plans. For the purposes of this Article, the Society shall be deemed to have requested an officer, director, employee or agent to serve as fiduciary with respect to an employee benefit plan where the performance by such person of duties to the Society also imposes duties on, or otherwise involves services by, such person as a fiduciary with respect to the plan; excise taxes assessed on an authorized representative with respect to any transaction with an employee benefit plan shall be deemed "fines"; and action taken or omitted by such person with respect to an employee benefit plan in the performance of duties for a purpose reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Society.

Section 4. Security for Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Society may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

Section 5. Reliance upon 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.

Adopted 15 November 1983. Amended 19 November 1985, 8 December 1987, 8 March 1988, 24 April 1993, 17 April 2009, 22 January 2010, 4 November 2011, and 25 March 2023