

THE MORAVIAN ARCHIVES

ARTICLES OF INCORPORATION & BYLAWS 2023

ARTICLES OF INCORPORATION

1. The name of the corporation is The Moravian Archives.
2. The location and post office address of the initial registered office of the corporation in this Commonwealth is 43 West Locust Street, Bethlehem, Pennsylvania 18018.
3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

The acquisition and preservation of official records of the Moravian Church, Northern Province; the collection and maintenance of a library of books, publications, etc., relating to the history of the Moravian Church in the United States of America and elsewhere; the housing of the same; and the management of funds, endowment or otherwise, for the furtherance of said purposes.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
4. The term for which the corporation is to exist is perpetual.
5. The corporation is organized upon a nonstock basis.
6. The corporation shall have no members.
7. The name(s) and post office address(es) of each incorporator is:

Moravian Church, Northern Province, 69 West Church Street, Bethlehem, Pa. 18018.

Moravian Congregation of Bethlehem, 74 West Market Street, Bethlehem, Pa. 18018.

8. The Board of Directors shall consist of 6 members until the organization meeting. The names and addresses of the initial directors are:
 - John S. Groenfeldt, 1136 Main Street Bethlehem, Pa. 18018
 - Frederick P. Stocker, Polk Valley Road, Box 368 R.D. 1, Hellertown, Pa. 18055
 - S. Fred Diffenderfer, 815 Olde Hickory Road Lancaster, Pa. 17601
 - John W. Pharo, 1231 Stafore Drive Bethlehem, Pa. 18017
 - Charles G. Hafner, 315 Georgia Avenue Bethlehem, Pa. 18017
 - Halfred C. Smith, 1535 Chaucer Lane Bethlehem, Pa. 18017
9. Upon dissolution of the corporation the assets of the corporation shall become the property of the Moravian Church, Northern Province and Moravian Congregation of Bethlehem provided each has an exempt status as an organization described in Section 501(c)(3) of the 1954 U.S. Internal Revenue Code or any similar provision. If each does not have such status at that time, the assets shall be paid to such organization or organizations having such status as the Synod of the Moravian Church, Northern Province, shall determine.

**THE MORAVIAN ARCHIVES
BYLAWS**

(As amended 1983, 1997, and 2023)

ARTICLE I - OFFICES

1. The registered office of the corporation shall be at 41 West Locust Street, Bethlehem, Northampton County, Pennsylvania 18018-2757.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities 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 - DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors, a minimum of nine (9), who shall be natural persons of full age and who need not be residents of this Commonwealth.

2.
 - (a) The Provincial Elders' Conference of the Moravian Church, Northern Province, shall appoint a minimum of three (3) or a maximum of four (4) members to this Board, all of whom shall be members of the Moravian Church, for terms of four (4) years.
 - (b) The Board of Directors of the Bethlehem Area Moravians, Inc., may appoint a minimum of one (1) or a maximum of four (4) members to this Board, one of whom need not be a member of the Moravian Church while all others shall be members of the Moravian Church, for terms of up to four (4) years.
 - (c) The Board shall then elect a minimum of four (4) or a maximum of eight (8) additional members, who need not be members of the Moravian Church provided that the majority of the members of this Board are members of the Moravian Church for terms of four (4) years.
 - (d) All members of this Board must be persons who can contribute to the general work of the Moravian Archives and who support fully the mission of the Moravian Church and the Moravian Archives.
3. The term of office of the Directors begins on January 1 following the date of their appointment unless determined differently at the time of their appointment.
4. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are by statute or by the Articles or by these Bylaws directed or required to be exercised by members of a Pennsylvania Nonprofit Corporation.
5. Meetings of the Board of Directors shall be held in the Spring and the Fall and at such other times as the work of the Archives may require and at such place or places within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.
6. If a majority of the Officers of the Board of Directors agrees that an electronic or hybrid meeting is necessary, a meeting of the Board of Directors may be conducted through use of Internet meeting services designated by the President which support visible displays identifying those participating and showing the text of pending motions. Any electronic meeting of the Board shall be subject to all Rules adopted by the Board.
7. Written or personal notice of every meeting of the Board of Directors shall be given by the President or the Vice-President in the absence of the President to each director at least three (3) days prior to the day named for the meeting.
8. Fifty percent (50%) of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be approved by all of the directors in office and shall be filed with the Secretary of the corporation.
9. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation

and, at the discretion of the Board, one or more persons who are not directors. All committee members and the chairperson shall be appointed by the Board and may be removed from the committee by the Board, without assigning any cause. It is the responsibility of committees to make recommendations to the Board and to implement actions of the Board which have been assigned to them, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors.
 - (b) The adoption, amendment, or repeal of the Bylaws.
 - (c) The amendment or repeal of any resolution of the Board.
 - (d) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.
10. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such person(s) constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
 11. The Board of Directors shall have the authority to appoint the Archivist and other members of the Archives Staff and to fix the compensation for their services as such. A director may also be a salaried officer of the corporation.
 12. The Board of Directors shall establish rules and regulations for the management of the Archives, the Archives building, and the Archives funds.
 13. Any individual director may be removed from office without assigning any cause by the vote of the Board of the Corporation which made the appointment. In case a director is so removed, a new director may be appointed at the same meeting of such corporation.
 14. The Board of Directors may declare vacant the office of a director if:
 - (a) that director is declared of unsound mind by an order of a court;
 - (b) that director is convicted of a felony;
 - (c) within six (6) months after being notified of the selection, that director does not accept such office either in writing or by attending a meeting of the Board of Directors;
 - (d) that director fails to attend any meeting for one (1) year; or
 - (e) that director fails to fulfill such other requirements of qualification as the Bylaws may specify.

ARTICLE IV – OFFICERS

1. The executive officers of the corporation shall be chosen by the Board, and shall be a President, Vice-President, Secretary, Treasurer, and such other officers as the needs of the corporation may require. The officers shall be natural persons of full age. They shall hold

their offices for a term of one (1) year and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board. It shall not be necessary for the Secretary or Treasurer or their Assistants, if any, to be directors, and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
3. The President shall be the chief executive officer of the corporation; shall preside at all meetings of the directors; shall have general and active management of the affairs of the corporation; 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 corporation. The President shall execute deeds, bonds, mortgages, and other documents requiring a seal, under the seal of the corporation. The President shall be *ex officio* a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.
4. 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 the Vice-President may be required to do from time to time.
5. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation 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. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the corporate seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it.
6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the monies of the corporation in a separate account to the credit of the corporation. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for the disbursements, and 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 of the Treasurer and of the financial condition of the corporation.

ARTICLE V - VACANCIES

1. If the office of any officer becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies in the Board of Directors of members appointed by the Provincial Elders' Conference of the Moravian Church, Northern Province, and by the Board of Directors of the Bethlehem Area Moravians, Inc., shall be filled by the respective corporation for the unexpired term. Other vacancies shall be filled by a majority of the remaining members of the Board, even if less than a quorum, and each person so elected shall be a director for the unexpired term.

ARTICLE VI - BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate record of the proceedings of the directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the corporation, giving the names of the directors, and showing their respective addresses and how they were appointed or elected, and other details of the membership of each. The corporation shall also keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.
2. Every director shall have a right to examine, in person, during the usual hours for business, the books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom.

ARTICLE VII - TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property nor sell, mortgage, encumber, lease away, or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors.
2. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the corporation.
3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE VIII - ANNUAL REPORT

1. The Board of Directors shall present annually to the Provincial Elders' Conference of the Moravian Church, Northern Province, and to the Board of Directors of the Bethlehem Area Moravians, Inc., a report verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:
 - (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
 - (b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
 - (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
 - (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

This report shall be filed with the minutes of the meeting of the Board.
2. The corporation shall also make financial and progress reports to each Provincial Synod of the Moravian Church, Northern Province.

ARTICLE IX - NOTICES

1. Whenever written notice is required to be given to any member of the board, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by email, to the director's address appearing on the books of the corporation, or supplied by the director to the corporation for the purpose of notice. If the notice is sent by mail or by email, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or transmitted electronically to such person. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by statute or these Bylaws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Whenever any written notice is required to be given under the provisions of the statutes or the Articles or Bylaws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting,

except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X - AMENDMENTS

1. Bylaws may be amended or repealed by the vote of two-thirds (2/3) of the members of the Board entitled at any regular or special meeting duly convened after notice to the members of that purpose. All amendments shall become effective upon approval by the Provincial Elders' Conference of the Moravian Church, Northern Province.

Approved by BAM/ PEC (2023)