

**CONSTITUTION OF
THE MORAVIAN HISTORICAL SOCIETY**

**ARTICLE I
NAME**

The name of this non-profit corporation shall be the "The Moravian Historical Society."

**ARTICLE II
PURPOSE**

The purpose of the Moravian Historical Society (MHS) shall be the examination, study, elucidation, and publication of the history of the Moravian Church, the preservation of material pertaining to the Moravian Church, and the preservation and restoration of Moravian historical buildings and sites. MHS, its activities, and its above stated objects are intended to be exclusively for literary and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. MHS does not contemplate pecuniary gain or profit, incidental or otherwise.

**ARTICLE III
LOCATION**

The place where the principal office of MHS is to be located is in the Borough of Nazareth, County of Northampton, and Commonwealth of Pennsylvania.

**ARTICLE IV
MEMBERSHIP**

MHS shall be composed of such persons as have been, or may be, admitted, from time to time, according to its By-Laws and regulations.

**ARTICLE V
ANNUAL MEETING**

A meeting of the MHS membership shall be held annually, usually in the autumn. The members present at this meeting may constitute a quorum.

**ARTICLE VI
OFFICERS**

The Officers of MHS shall be chosen annually by majority vote cast by the members in attendance at the Annual Meeting and shall consist of a President, a Vice-President, a

Secretary, and a Treasurer. The Officers so chosen shall enter upon the duties of their offices immediately after the Annual Meeting and shall make up the Executive Committee. If MHS neglects to hold an election at the specified time, the Officers of the preceding year shall continue in office until the next Annual Meeting.

In the event of a resignation or incapacity of any officer, the vacancy may be filled by a vote of the Board of Managers for the unexpired term of the office.

ARTICLE VII
BOARD OF MANAGERS

The Annual Meeting shall elect a minimum of ten managers, by majority vote, of whom at least six must be members of the Moravian Church, who together with the officers shall constitute the Board of Managers, with full power to direct the business affairs of MHS at all times. They shall meet at least quarterly. Extraordinary meetings, which shall consist of two-thirds of the Board of Managers, may be called when needed by the President or any two members of the Board.

ARTICLE VIII
DISPOSITION OF NET EARNING

No part of the net earnings of MHS shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that MHS shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of MHS shall be carrying on of propaganda, or otherwise attempting to influence legislation, and MHS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for on any other activities not permitted to be carried on (a) by 501 (c) (3) of the Internal Revenue or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX
PRIVATE FOUNDATION PROVISIONS

The following provisions shall govern the activities of MHS as a private foundation or a private operation foundation under the provisions of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal tax laws):

- A. MHS shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (or of the corresponding provisions of any subsequent Federal tax laws).

- B. MHS shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal tax laws).
- C. MHS shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal tax laws).
- D. MHS shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal tax laws).
- E. MHS shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal tax laws).

ARTICLE X

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of MHS, the Board of Managers shall, after paying or making provisions for the payment of all liabilities of MHS, distribute all assets to the Provincial Elders Conference of the Moravian Church in North America, Northern Province, an exempt organization under section 501 (c) (3) of Internal Revenue Code of 1954, as amended or, if the Provincial Elders Conference of the Moravian Church in North America, Northern Province is not then in existence or is not then an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954, to such other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of MHS is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

AMENDMENTS

This Constitution may be amended at the next Annual Meeting or special meeting of MHS by a two-thirds vote of those voting, provided a 30 day notice was given. All proposed amendments shall be submitted in writing to the membership at least 30 days prior.