

## CONSTITUTION AND BY-LAWS

### ARTICLE I. NAME.

SECTION 1. The name of this organization shall be the "~~Salem Home-Coming Association.~~" SALEM HOME-COMING ASSOCIATION, hereinafter referred to as the "Association."

### ARTICLE II. OBJECTS.

SECTION 1. The objects of the "~~Salem Home-Coming Association~~" shall be:

- (a.) To ~~acquire title by deed or lease to~~ maintain the Salem ~~Calvinistic Methodist~~ Home-Coming Association ~~Church &~~ property, situated d in Cambria Township, Cambria County, Pennsylvania, being the property which became vested in said Church by deed of Edward Thomas and wife, dated June 3, 1854, and of record in the Recorder's Office of Cambria County in Deed Book Volume 12, at Page 709.
- (b.) To ~~preserve~~ maintain said property as a holy shrine and religious place forever for the former members of said Church, their wives and husbands, and their descendants and friends who also may be interested therein.
- (c.) To promote the cause of Evangelical Christianity and Education.
- (d.) To cement anew the ties of love, friendship and brotherhood formerly in the environment of the old Church, and to promote a spirit of socialibility among the members of said Association.
- (e.) To serve as a Literary and Library Association whereby the knowledge of Literature, secular as well as religious, may be

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advanced, and the traditions and memory of the Salem Calvinistic Methodist Church may be preserved and perpetuated.[1]

ARTICLE III.  
POWERS.

SECTION 1. The ~~Salem Home-Coming~~ Association shall have power to do anything necessary to properly carry out the objects for which it is formed. It cannot, however, in its social entertainments, do anything or permit anything to be done on said premises that would detract from any of said objects.

ARTICLE IV.  
MEMBERSHIP.

~~SECTION 1. The membership of the Salem Home-Coming Association shall consist of active members only.~~

SECTION ~~1~~2. Any person shall be qualified for active membership in this Association who was a former member of said Salem Calvinistic Methodist Church, or who was affiliated therewith, or who was the wife husband of such or the descendant of such, or who, being a friend of any such classes, is interested in the preservation of said Church for the objects within enumeration.

SECTION ~~2~~3. Upon ~~the signing of this Constitution and By-Laws~~ and the payment of the dues hereinafter mentioned, any of said classes become members of the Association.

SECTION ~~3~~4. Only members of the Association are entitled to hold office and to vote in elections or any motions or resolutions presented during the Annual Business Meeting.

ARTICLE V.  
GOVERNANCE.

SECTION 1. The Association shall be governed by the Gwarcheidwaid (Welsh for 'Keepers, Guardians, Warders', pronounced

'gʊərɔ̃k'ād̥w'īd'), which shall be comprised of two groups: governors and trustees (see Articles VI and VII, respectively). Unless otherwise specifically provided for by law or in this governing document, and subject to the ultimate authority held by the members, the Gwarcheidwaid shall have the full power to conduct, manage and direct the business and affairs of the Association.

SECTION 2. Each Gwarcheidwad (single member of Gwarcheidwaid, pronounced 'gʊərɔ̃k'ād̥wəd') is entitled to one vote on all motions and resolutions put before the Gwarcheidwaid.

SECTION 3. The Gwarcheidwaid shall be comprised of both trustees and governors, including no fewer than five and no more than fifteen members in total (not including emeriti).

SECTION 4. Half of the Gwarcheidwaid, rounding up, if necessary, shall be present at a meeting in order to constitute a quorum for the transaction of business.

SECTION 5. Every Gwarcheidwad shall serve without compensation.

SECTION 6. A Gwarcheidwad may resign at any time upon written notice to the President, Secretary or standing officer of the Association. The resignation shall be effective upon receipt thereof by the President—if the Presidency is vacant, another officer—or at such subsequent time as shall be specified in the notice of resignation, whichever is later.

SECTION 7. The Gwarcheidwaid shall be responsible for the production of the Annual Reunion.

**ARTICLE VI.**  
**GOVERNORS~~OFFICERS~~.**

SECTION 1. Governors of the Association shall perform such duties in the management of the affairs of this Association as may be determined by the resolutions or motions of the Gwarcheidwaid or as provided by this governing document. Beyond these directives, the

governors may act as they see fit to serve the best interests of the Association.

SECTION 12. The ~~officer~~governors of the ~~Salem Home-Coming~~ Association shall be the following:

Five officers: A President, ~~two~~ Vice-Presidents, a Recording Secretary, a Corresponding Secretary, a Treasurer. Plus, up to seven other supporting governors and ~~five Trustees and two Auditors~~any emeriti.

SECTION 3. The President shall be the chief executive officer of the Association and shall exercise supervision and management over all its affairs, subject to the direction of the Gwarcheidwaid. The president shall have the power to create and dissolve ad hoc committees, such as a Nominations Committee, and to appoint members. The president shall sign, execute, and acknowledge in the name of the Association, deeds, mortgages, bonds, contracts or other instruments, authorized by the Gwarcheidwaid except in cases where the signing and execution thereof shall be expressly delegated by the Gwarcheidwaid or by this governing document, to some other officer. The President shall preside over all Gwarcheidwaid and membership meetings and see that regulations of the Association are enforced. The President, acting in conjunction with the other officers of this Association, is authorized to call special meetings as need requires. The President shall prepare the annual invitation and information letter for the Annual Reunion, and coordinate with the Corresponding Secretary to ensure that it is copied and mailed to the whole mailing list. In general, the President shall perform the above duties and such other duties as are assigned to him or her by the Gwarcheidwaid or this governing document.

SECTION 4. The Vice-President is an officer, and shall perform the duties of the President in the President's absence and such other duties as are expressly assigned to the Vice-President by the Gwarcheidwaid or by this governing document. The Vice-President shall assume the Presidency should the office be vacated by resignation or death.

SECTION 5. The Recording Secretary is an officer, and shall record minutes for the annual meeting and all board meetings; send

copies of the minutes to all board members by email or US mail, coordinating with the Corresponding Secretary as necessary.

SECTION 6. The Corresponding Secretary is an officer, and shall maintain the mailing list; coordinate with the president on preparation of the program for the Annual Reunion, included therein shall be: morning worship, Annual Business Meeting, Gymanfa Ganu, Treasurer's report, minutes from the previous year's annual meeting. The Secretary shall coordinate with the President to prepare a cover and assemble a sample copy of the program, and then produce enough copies of the program for the Annual Reunion. The Secretary shall perform the above duties and such other duties as are expressly assigned to him or her by the Gwarcheidwaid or this governing document.

SECTION 7. The Treasurer is an officer, and shall have custody of the funds of the Association and shall keep those funds in the bank accounts of the Association, or fiduciary agent; shall collect, receive and disburse monies earned by or due to the Association; shall deposit all funds in the bank accounts set up for the Association; shall render a financial report for submission to the Gwarcheidwaid before each meeting and shall prepare an annual financial report to be presented to the membership at the annual business meeting regarding the financial condition of the Association; prepare documentation for reimbursement from funding sources; and shall perform such other duties as are expressly assigned to him or her by the Board of Directors or by these Bylaws.

SECTION 8. Each officer position, except President, may be split between two co-holders of said position, if deemed appropriate by the President.

SECTION 9. Supporting governors shall be those members wishing to volunteer their time and expertise to share in the governing responsibilities of the Association. Up to seven supporting governors may be elected, so long as the total number of both trustees and governors does not exceed fifteen (not including emeriti).

ARTICLE VII.  
TRUSTEES

SECTION 1. Trustees shall perform such duties in the management of the property of this Association as may be determined by the resolutions or motions of the Gwarcheidwaid or as provided by this governing document. Beyond these directives, the Trustees may act as they see fit to serve the best interests of the Association's church & property.

SECTION 2. There shall be three trustees, who shall elect a chairperson among themselves.

SECTION 3. The Gwarcheidwaid can allocate funds and decision-making powers to the trustees for the maintenance and safekeeping of the church & property of the Association.

~~SECTION 2. All of said officers shall serve without compensation.~~

~~SECTION 3. All of said officers, except the two auditors, shall be elected at an annual meeting to be held during the month of May, the date and place of meeting to be fixed by the President, and shall serve for one year or until their successors have been elected and have qualified. The Auditors shall be appointed by the President and shall serve for one year.~~

~~SECTION 4. Any vacancy occurring in any elective office between elections shall be filled by appointment of the President.~~

ARTICLE VI.  
DUTIES OF OFFICERS.

~~SECTION 1. The duties of the President, Vice-President, Secretary and Treasurer shall be the usual duties devolving upon such officers.~~

~~SECTION 2. The President shall have the power to appoint the following standing Committees, namely: — Religious, Education, Social, Finance, Resolutions and Nominations, as well as any other Committees that may be deemed necessary to further the objects of the Association.~~

~~SECTION 3. The President, acting in conjunction with the other officers of this Association, is authorized to call special meetings as need requires.~~

~~SECTION 4. The Trustees shall have charge of the temporal property of the Association. They shall take title by deed or lease or agreement to its real estate in their names as Trustees, and shall hold said property for the Association.~~

#### ARTICLE VIII. ELECTIONS.

SECTION 1. All members of the Gwarcheidwaid shall be elected at the Annual Business Meeting. Each Gwarcheidwad shall hold office for a one-year term or until his or her death or resignation.

SECTION 2. Any vacancy occurring in any elective office between elections shall may be filled by appointment of by the President to fill out the remainder of the term.

SECTION 3. If the Presidency and Vice-Presidency should be simultaneously vacant, then the next ranking officer or longest serving Gwarcheidwad shall call a special meeting of the Gwarcheidwaid to elect an Interim President until the next Annual Business Meeting.

SECTION 4. An Emeritus Gwarcheidwad may be nominated for election if he or she has served the Association for at least ten years and illustrated distinguished leadership during that time. An Emeritus Gwarcheidwad shall serve for life.

#### ARTICLE ~~VIII~~IX. MEMBERSHIP MEETINGS.

SECTION 1. The meetings of the ~~Salem Home-Coming~~ Association shall consist of an Annual Business Meeting and an Annual Reunion, to be held during on the first Sunday of the month of August, in the old Salem Calvinistic Methodist Church aforementioned, ~~at a date to be set by the President,~~ and special meetings at other places, called by the President, as set forth herein.

SECTION 12. ~~Fifteen~~Five members shall constitute a quorum for the transaction of business.

ARTICLE ~~VIII~~X.  
DUES.

SECTION 1. The annual dues of the ~~Salem-Home-Coming~~ Association shall be set by the general membership during an Annual Business Meeting.~~One Dollar, payable on the signing of this Constitution, and yearly thereafter.~~

~~SECTION 2. Failure to pay said dues for two consecutive years shall automatically work a suspension of any member, but he or she will automatically be re-instated into full membership upon payment of said delinquent dues.~~

ARTICLE ~~XI~~XI.  
PARLIAMENTARY AUTHORITY.

SECTION 1. Roberts' Rules of Order shall be the Parliamentary authority for all matters of procedure not specifically covered by this Constitution and By-Laws.

ARTICLE ~~X~~X.  
QUORUM.

~~SECTION 1. Fifteen members shall constitute a quorum for the transaction of business.~~

ARTICLE ~~XI~~XI.  
AMENDMENTS.

SECTION 1. This Constitution and By-laws may be amended by a two-thirds vote of those present at the annual meeting of the Association. It cannot be amended at a special meeting unless three weeks notice in writing be mailed to each member of said proposed amendment, and then only by a four-fifths vote of the members present.



ARTICLE XIII.  
DISSOLUTION.

SECTION 1. If the Association is dissolved and liquidated, the Gwarcheidwaid, after paying or making provisions for payment of all the known liabilities of the Association, shall distribute the association's property and assets exclusively to the Ebensburg Presbyterian Church, U.S.A., of Ebensburg, Pennsylvania.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwillingly unable to accept the distribution, then the assets of this Association shall be distributed, at the Gwarcheidwaid's discretion, to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law).

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NOTE: – The above Constitution and By-laws were adopted by the Salem Home-Coming Association at a business meeting of the Association held on May 12, 1927, at the home of Mr. and Mrs. John L. Evans, in Ebensburg, Pennsylvania. See minutes of Recording Secretary.

NOTE: – The above Constitution and By-laws were amended by the Salem Home-Coming Association at a business meeting of the Association held on August 7, 2016, at the Salem Church. See minutes of Recording Secretary.