

**BYLAWS of the Friends of Schuylkill River Park**  
(A Pennsylvania nonprofit corporation)

**Article I. MEMBERSHIP.**

Section 1.01. Membership. Any individual, group of people who reside at the same address, organization or commercial entity that makes a monetary or in-kind contribution will be considered a member for the 12 months following their most recent donation. Any Member may resign as a Member at any time by giving written notice to the Board of Directors, the President, or the Secretary, and may be removed as a Member at any time, with or without cause, by the majority vote of the directors present at a duly constituted meeting of the Board of Directors.

Section 1.02. Membership Dues. The Board of Directors shall determine from time to time the minimum recommended donation for membership.

Section 1.03. Annual Meeting. An annual meeting of the Members, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held in April, May, or June at a time and place to be determined by the Board of Directors. Each Member shall receive at least five days notice of the time and place of the meeting. At each annual meeting, the Board of Directors will present to the Members a report summarizing the business and affairs of the corporation during the prior fiscal year.

Section 1.04. Special Meeting. Special meetings of the Members may be called by the President, the Board of Directors, or by ten percent (10%) or more of the Members, and shall be held at such time and place as shall be designated in the call for the meeting. Notice stating the purpose of each special meeting shall be given to each Member by or at the direction of the person or persons authorized to call such meeting, at least three days prior to the day named for the meeting.

Section 1.05. Notice. Notice of any meeting of the Members shall be given personally or sent by mail or email to each Member at his or her or its address as shown by the records of the corporation. Notice shall be deemed to be delivered when it is sent. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 1.06. Organization. The President of the corporation, or in his or her absence a Vice President of the corporation, or in their absence a chairman chosen by the Members, shall act as chairman of any meeting of the Members, and the Secretary of the corporation, or in his or her absence a Member appointed by the chairman, shall act as secretary of any such meeting.

Section 1.07. Voting and Quorum. Each Member in good standing shall have one vote. Voting at any meeting of the Members may be in person or by written proxy filed with the Secretary of the

corporation. There shall be no quorum for the transaction of business at any meeting of the Members.

Section 1.08. Membership Not Transferable; Property Rights of Members. Membership in the corporation is not transferable or assignable. No Member shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for the debts and obligations of the corporation, the directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation. In no event shall any earnings or other property of the corporation be distributed to or inure to the benefit of any Member, former Member, director, or officer of the corporation, or other private individual, either directly or indirectly.

## **Article II. BOARD OF DIRECTORS.**

Section 2.01. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2.02. Number, Tenure, Qualifications and Election. The Board of Directors shall consist of fifteen (15) persons, each of whom shall be a Member of the corporation. The members of the Board of Directors shall be elected at each Annual Meeting of Members and each Director shall hold office until the next Annual Meeting of Members following his or her election and until his or her successor shall have been duly elected and qualified, or until he or she shall have resigned, or until he or she shall have been removed from office.

Section 2.03. Annual Meeting. An annual meeting of the Board of Directors for the purpose of electing officers shall be held each year as soon as practicable immediately following the annual meeting of the Members at a date, time and place to be designated by a standing resolution of the Board of Directors. No notice, other than such resolution, shall be required in connection with an annual meeting.

Section 2.04. Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board. No notice, other than such resolution, shall be required in connection with a regular meeting.

Section 2.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or one quarter of the directors then in office. The person or persons authorized to call special meetings of the Board may fix any place.

Section 2.06. Notice. At least three days notice of any special meeting of the Board of Directors shall be given personally or sent by mail or email to each director at his or her address as shown by the records of the corporation. Such notice shall be deemed to be delivered when it is sent. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be

transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 2.07. Quorum. The presence of the majority of directors but not fewer than five directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if fewer than five directors are present at said meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

Section 2.08. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 2.09. Telephone Conference. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone/ video or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

Section 2.10. Organization. At every meeting of the Board of Directors, the President, or in his or her absence a Vice President, or in their absence a chairman chosen by a majority of the directors present, shall act as chairman; and the Secretary, or in his or her absence a person appointed by the chairman, shall act as secretary.

Section 2.11. Attendance of Meetings by Members. Any Member of the corporation may attend any meeting of the Board of Directors. Members who are not directors shall not be entitled to notice of or to vote at any such meeting. Members must be placed on the agenda prior to a meeting in order to have the right to speak at said meeting. The majority of directors present may issue an exception to this rule.

Section 2.12. Vacancies. Any vacancy on the Board of Directors occurring for any cause shall be filled by a majority vote of the remaining members of the Board of Directors. Any director so chosen to fill a vacancy shall hold office until the next Annual Meeting of Members and until his or her successor shall have been duly elected and qualified.

Section 2.13. Resignations. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time such notice is received or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The failure of any director to attend three or more meetings of the Board in any fiscal year without an excuse

acceptable to a majority of the remainder of the Board shall constitute the resignation by such director from office as a director and from all offices of the corporation.

Section 2.14. Compensation. Directors shall not receive any compensation for their services.

Section 2.15. No Interest in Assets. No director shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation of the corporation.

### **Article III. COMMITTEES.**

Section 3.01. Standing Committees of the Members. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees of the Members for the purpose or purposes as specified in such resolution. Committees of the Members shall not have the authority to act for or on behalf of the corporation or its Board of Directors. The purpose and descriptions for such committees will be described in the Policies and Procedures Manual.

Section 3.02. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may from time to time appoint such standing committees and or special committees of the Board, consisting of directors or others, for the purpose or purposes and with the authority as specified in such resolution. The purpose and descriptions for such committees will be described in the Policies and Procedures Manual.

Section 3.03. Terms of Service. Each Committee and Committee member shall serve at the pleasure of the Board.

Section 3.04. Rules. Each Committee may adopt rules for its own government not inconsistent with these Bylaws or with the rules adopted by the Board of Directors.

### **Article IV. OFFICERS.**

Section 4.01. Officers. The officers of the corporation shall be a President, a Recording Secretary, a Membership Secretary, and a Treasurer, and may include one or more Vice Presidents and such other officers as the Board of Directors shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. All officers shall be directors of the corporation.

Section 4.02. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of

Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 4.03. Removal. Any officer elected or appointed by the Board of Directors may be removed with approval of 2/3 of the Board of Directors present at a regularly scheduled meeting at which a quorum is present whenever in its judgment the best interests of the corporation would be served thereby.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 4.05. President. The President shall be the principal executive officer of the corporation and shall have general supervision over the business and affairs of the corporation, subject, however, to the control of the Board of Directors. The President shall preside at meetings of Members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the corporation, and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.06. Vice Presidents. In the absence or disability or refusal to act of the President, the Vice President designated by the President shall perform all of the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or these Bylaws.

Section 4.07. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive monies due and provide receipts for monies payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII, Section 7.03 of these Bylaws and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.08. Recording Secretary. The Recording Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of corporate record.

Section 4.09. Membership Secretary. The Membership Secretary shall keep a register of the post office address and/or email of each Member which shall be furnished to the Membership Secretary by such Member and in general perform all duties incident to the office of Membership

Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**Article V. BOOKS AND RECORDS.**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Board of Directors and of committees having any of the authority of the Board of Directors and shall keep at the corporation's registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or his or her agent or attorney for any proper purpose at any reasonable time.

**Article VI. WAIVER OF NOTICE.**

Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the 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.

**Article VII. CONTRACTS, CHECKS, DEPOSITS, GIFTS AND BORROWING.**

Section 7.01. Contracts. The Board of Directors may from time to time authorize any officer or officers, agent or agents of the corporation, singly or jointly or in any other manner to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 7.02. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the President and Treasurer of the corporation or by any other proper officer or officers of the corporation authorized by the Board of Directors.

Section 7.03. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.04. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 7.05. Borrowing. No individual officer, agent or employee of the corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property. Authority may be given by the Board in limited or specific instances.

**Article VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Section 8.01. Personal Liability of Directors. No Director of the Corporation shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his or her office under Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, State or Federal law.

Section 8.02. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including actions by or in the right of the corporation, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving while a director or officer of the corporation at the request of the corporation as a director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 8.03. Advancement of Expenses. Expenses incurred by an officer or director of the corporation in defending a civil or criminal action, suit or proceeding described in Section 8.02 above shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the corporation.

Section 8.04. Other Rights. The indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the corporation's Articles of Incorporation, any insurance or other agreement, vote of shareholders or directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8.05. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or

arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of these Bylaws.

Section 8.06. Security Fund; Indemnity Agreements. By action of the Board of Directors (notwithstanding their interest in the transaction) the corporation may create and fund a trust fund or fund of any nature, and may enter into agreements with its directors, officers, employees and agents for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in this Article.

Section 8.07. Modification. The duties of the corporation to indemnify and to advance expenses to a director or officer provided in this Article shall be in the nature of a contract between the corporation and each such director or officer, and no amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created pursuant to Section 8.06, shall alter, to the detriment of such director or officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

**ARTICLE IX. AMENDMENTS TO BYLAWS.**

To the extent permitted by law, new Bylaws may be adopted, or these Bylaws may be amended or repealed, by the affirmative vote of a majority of the Members present at a regular or special meeting of the Members called for such purpose or called by the Members as provided and authorized by law.

**ARTICLE X. EFFECTIVE DATE AND REPEAL OF EXISTING BYLAWS**

The bylaws herein set forth shall become effective immediately upon their adoption by the corporation and repeal all previously adopted bylaws.