

# **By-Laws of the Swarthmore Senior Citizens Association**

## **Article I - Office**

1. The name of the Corporation shall be the Swarthmore Senior Citizens Association.
2. The registered office of the Corporation shall be at Swarthmore Borough Hall, 121 Park Avenue, PO Box 306, Swarthmore, PA. 19081.
3. 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 incorporation, and the words, Corporate Seal, Pennsylvania.

## **Article III - Association Members**

1. Residents of all ages in Swarthmore and surrounding communities may become members.
2. The Board of Directors may determine the amount of an initiation fee, and an annual membership fee, if any.
3. The Board of Directors may, by unanimous vote, terminate, or suspend, the membership of any member, and may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
4. Membership in the Association is not transferable or assignable.

## **Article IV - Meetings**

1. Regular meetings of the Association members shall be held at the United Methodist Church, Swarthmore PA, often on a weekly basis, or at such other place as may from time to time be fixed by the Board of Directors.
2. An annual meeting of the Association members shall be held on a date in the Spring of each year, as determined by the Board of Directors.
3. At every annual meeting, the Association members shall elect a Board of Directors for the forthcoming year, and transact such business as may be properly brought before the meeting.
4. Written or electronic notice of every annual meeting, stating the time and place for the meeting, shall be given to each member of record at least seven days prior to the day named for the meeting.
5. An annual meeting of Association members shall not transact business unless a quorum (20%) of the members is present, except as may be otherwise stipulated by the Board of Directors.

6. Every member of the Association shall be entitled to one vote as regards any business to be transacted by the Association. The right of a member to vote shall cease on termination of membership.

### **Article V - Board of Directors**

1. The business and affairs of the Corporation shall be managed by its Board of Directors, who should number no fewer than seven, and must all be members of the Association. They shall be elected by the Association members at the annual meeting. Each Director shall be elected for a three year term, or until a qualified successor shall be elected.

2. The meetings of the Board of Directors will occur on a monthly basis, except as a majority of the Board may otherwise determine..

3. Notice of every meeting of the Board of Directors will be given to each Director at least seven days prior to the day named for the meeting.

4. A majority 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 as consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Corporation.

5. The Board of Directors may, from time to time, in order to conduct or facilitate the business of the Association, establish one or more Committees, to consist of one or more Directors, or any other person whom the board deems suitable, to assist in the business of the associations.

6. A director of the corporation shall stand in a fiduciary relation to the corporation and shall perform his or her duties as a director, including his or her duties as a member of any committee or the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:

a. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.

b. Counsel, public accountant or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

c. A committee of the board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

7. Absent any breach of fiduciary duty, lack of good faith, or self-dealing, actions or inactions taken by any Director as regards any business of the Association shall be presumed to be in the best interests of the Corporation.
8. A Director shall not be held liable for monetary damages for any action or inaction he or she takes in regard to Association business unless the Director is found to have breached or failed to perform the duties of his position.
9. No Director shall receive any remuneration for their services on behalf of the Association. They may be reimbursed for appropriate expenses incurred in the pursuit of Association purposes.

## **Article VI - Officers**

1. The executive officers of the Corporation shall be chosen by the Board of Directors and shall be a President, Vice-President, Secretary, Treasurer, and such other officers of the Corporation as shall be required.
2. The President shall be the chief executive officer of the Corporation. He or she will preside at all meetings of the Association members and Board of Directors, and shall be responsible, generally and specifically, for the supervision, management, and implementation of all the affairs of the Corporation, including the transaction of all the business of the Association.
3. 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 may be required from time to time.
4. The Secretary shall attend all meetings of the Board and all annual meetings of the Association members, and record all votes of the Directors and members, and keep minutes of all the meetings of the Directors, and all the annual meetings of the members, The Secretary shall give notice of all scheduled meetings of the Board or the Association members, keep in safe custody the corporate seal, and when so authorized, affix the seal as required.
5. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the Corporation. As ordered, he or she will disburse funds of the Corporation, taking proper vouchers for such disbursements, and shall render, at any time, to the President or the Board of Directors, an accounting of all the Corporation financial transactions, and the financial condition of the Corporation.

## **Article VII - Vacancies**

1. If the office of any Officer on the Board of Directors becomes vacant for any reason, the Board of Directors may choose a successor who shall remain in the vacated office for the remaining unexpired term.
2. Vacancies on the Board of Directors, other than Officers, shall be filled by a majority vote of the remaining members of the Board until a successor to the vacancy can be

elected by the Association members, either at the next annual meeting of the Association members, or at any special meeting duly called for that purpose.

### **Article VIII - Books and Records**

1. The Corporation shall keep an original or duplicate record of the proceedings of the members and Directors, the original or a copy of its By-laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate member register, giving the names of the members, and showing their respective addresses and contact information. The Corporation shall also keep appropriate, complete and accurate books or record of account. The records provided for herein shall be kept at the office of the Corporation.

2. Every member shall, upon written demand stating the purpose thereof, have a right to examine, in person or by the agent or attorney, or at any reasonable time by arrangement, for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand shall be accompanied by signed writing which authorizes the attorney or other agent to so act on behalf of the member. The demand shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

### **Article IX - Annual Report**

1. The Board of Directors shall present an annual report to the Association members, verified by the President and Treasurer, or a majority of the Directors showing the following:

- a. the assets and liabilities of the Corporation as of the end of the fiscal year.
- b. the principal changes in assets and liabilities during the preceding fiscal year.
- c. the revenue or receipts of the Corporation during the preceding fiscal year.
- d. the expenses and disbursements during the preceding fiscal year.
- e. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

2. The financial data in the annual report shall be audited by a certified public accountant prior to its dissemination to the members of the Association.

## **Article X - Notices**

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage pre-paid or electronic medium to his address appearing on the books of the corporation for the purpose of notice, or by publication pursuant to Article IV, paragraph 5. If the notice is sent by mail or electronic medium, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or when electronically posted. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-laws. When a special meeting is adjourned it shall not be necessary to give any notice of the 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 statute or the Articles or By-Laws 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 notice of such meeting. In the case of a special meeting of members such waived 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 attending 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 XI - Miscellaneous Provisions**

1. The fiscal year of the Corporation shall begin on the first day of January.
2. One or more persons may participate in a meeting of the Board of Directors by conference telephone, or by similar electronic communication devices.
3. As long as the Corporation shall be organized on a non-stock basis, the Board of Directors shall have the authority to enable members of the Association to make capital contributions to the Association, as prescribed by the provisions of section 5541 of the Pennsylvania Nonprofit Corporation Law of 1988.
4. The Board of Directors may accept subventions from Association members, or nonmembers, or from any organization, foundation, or government agency, profit or nonprofit, so long as the transaction is allowed under the provisions of section 5542 of the Pennsylvania Nonprofit Corporation Law of 1988.

## **Article XII - Indemnification**

1. The Corporation shall indemnify each of its Officers, other members of the Board of Directors, and employees, whether or not then in service as such, against all reasonable expenses actually and necessarily incurred in the defense of any litigation to which the individual may have been a party because he or she was an Officer, a

Director or an employee of the Corporation. However, any such individual shall have no right to reimbursements in relation to matters as to which he or she was adjudged liable to the Corporation for negligence or misconduct or dereliction in the performance of his or her duties as Officer, Director, or employee. The right of indemnification shall also apply to expenses incurred as the result of law suits which are compromised or settled, if the court having jurisdiction of the matter shall approve such settlement.

2. The foregoing right to indemnification shall be in addition to, and not exclusive of, all other rights to which such Officer, Director or employee might be entitled.

### **Article XIII - Amendments**

1. By-Laws of the Association may be adopted, amended, or repealed by the vote of at least the majority of the Association members present at any annual meeting, regular meeting, or special meeting, duly convened for that purpose, after appropriate notice of the meeting has been given to Association members.