BYLAWS OF NEW CUMBERLAND OLDE TOWNE ASSOCIATION

APPROVED AT BOARD MEETING OF October 8, 2026

ADOPTED BY MEMBERS AT MEETING OF ___, 2026

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Article I. Name, Purposes, and Offices

Section 1. Name

1. The name of the corporation is New Cumberland Olde Towne Association (the "Association").

Section 2. Purposes

1. The Association is organized and shall be operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code").
2. The purposes of the Association are to foster civic betterment, by supporting neighborhood revitalization, historic preservation awareness, community engagement, economic betterment and activities that enhance the social and economic vitality of the community, as well as supporting other Section 501(c)(3) nonprofit entities in the community such as the fire department, library, and police department.
3. No part of the Association's net earnings shall inure to the benefit of any private shareholder or individual. The Association shall not be organized for profit.

Section 3. Principal Office; Other Offices

1. The principal office of the Association shall be located at PO Box 531, New Cumberland, Pennsylvania 17070.
2. The Association may maintain such other offices as the Board of Directors (the "Board") may determine from time to time.

Article II. Membership

Section 1. Eligibility

1. Membership shall be open to individuals, businesses, organizations, and institutions that support the purposes of the Association and meet any criteria established by the Board consistent with these Bylaws.
2. The Board may establish reasonable residency, geographic, or community-interest criteria, provided such criteria are consistent with the Association's purposes and applicable law.

Section 2. Classes of Membership

1. The Association may have classes of membership as determined by the Board.
2. Rights, privileges, and dues for each class shall be set by the Board and published in a membership schedule.

Section 3. Dues and Assessments

1. Dues, fees, and assessments, if any, shall be established by the Board and may be changed from time to time. Dues are nonrefundable unless otherwise determined by the Board for good cause.
2. Members whose dues are delinquent for sixty days after notice may be placed in inactive status and suspended from rights of membership until dues are paid or the Board otherwise acts.

Section 4. Rights and Obligations

1. Members in good standing shall be entitled to attend membership meetings, vote on matters submitted to Members, and enjoy such other rights and benefits as the Board may establish for their class.
2. Members shall support the purposes of the Association, comply with these Bylaws, and conduct themselves in a manner that upholds the Association's reputation.

Section 5. Meetings of Members

1. Annual Meeting. An annual meeting of the Members shall be held each year on a date set by the Board for the purpose of receiving reports, electing Directors (if any positions are subject to Member election), and transacting such other business as may properly come before the meeting.
2. Regular and Special Meetings. Additional regular meetings may be held as determined by the Board. Special meetings may be called by the President, by a majority of the Board, or by written request of a majority of Members in good standing entitled to vote.
3. Place and Format. Meetings may be held at a location designated by the Board, or by means of remote communication as permitted under Article XII.

Section 6. Notice

1. Written notice stating the place, date, and time of any Membership meeting, and for special Member meetings the purpose(s), shall be delivered to each Member entitled to vote not fewer than three nor more than fifteen days before the date of the meeting.
2. Notice may be delivered by mail, hand delivery, or electronic transmission to the Member's address or contact information shown in the Association's records.

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Section 7. Quorum and Voting

1. Quorum. Unless otherwise provided herein, the quorum for a meeting of Members shall be fifty one percent of the Members entitled to vote, present in person or by proxy, including those present by approved remote means.
2. Voting. Each Member entitled to vote shall have one vote, except that different membership classes may have differing voting rights if established by the Board and disclosed in the membership schedule. Unless otherwise provided by these Bylaws, action is taken by a majority of votes cast at a meeting at which a quorum is present.
3. Votes may be cast by voice vote, written or electronic means.

Section 8. Proxies

1. A Member may vote by proxy executed in writing or by a verifiable electronic appointment by the Member or the Member's duly authorized representative. Proxies shall be valid only for the meeting and purpose(s) stated and for no longer than thirty days from the date of execution, unless a shorter period is stated.
2. The Board may adopt reasonable procedures for the use, submission, verification, and revocation of proxies.

Section 9. Membership Discipline; Suspension; Termination

1. Grounds. The Board may suspend or terminate a membership for cause, including but not limited to nonpayment of dues, violation of these Bylaws, or conduct materially adverse to the Association's purposes.
2. Procedure. Except for nonpayment of dues, adverse action shall occur only after the Member is given written notice of the proposed action and the reasons therefor, and an opportunity to be heard by the Board or a designated Committee within a reasonable time. The Board shall make the final decision.
3. Resignation. A Member may resign at any time by written notice to the Secretary. Resignation does not relieve the Member of obligations incurred or dues owed before resignation.
4. Effect. Upon suspension or termination, all rights and privileges of membership cease.

Article III. Board of Directors

Section 1. Authority and Responsibilities

1. The affairs of the Association shall be managed by the direction of the Board, which shall have all powers and authority conferred by law, the Articles of Incorporation, and these Bylaws, except as reserved to Members.
2. The Board shall ensure adherence to the Association's purposes; set strategic direction; adopt policies; oversee finances, budgets, and fiscal controls; employ, appoint, supervise, or discharge Officers or key personnel as applicable; and ensure legal and ethical compliance.

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Section 2. Number, Qualifications, and Composition

1. The Board shall consist of not fewer than five and not more than fifteen Directors, the exact number to be fixed from time to time by resolution of the Board or by the Members.
2. Directors shall be individuals supportive of the Association's purposes. The Board may establish additional reasonable qualifications, including residency or community-interest requirements, provided they are not discriminatory and are consistent with Article XV. Each Committee shall have a minimum of two Directors on the Board which shall be the Chair and Co-chair unless another Committee Member has been delegated by the Committee.

Section 3. Election and Term; Term Limits; Staggering

1. Election. Directors shall be elected at the annual Member meeting by a majority vote of the Members voting.
2. Term. Directors shall serve terms of three years, or until their successors are elected and qualified.
3. Staggering. Terms shall be staggered so that approximately one-half of the Directors are elected each year, as determined by the Board.
4. Term Limits. No Director may serve more than two consecutive full terms, after which at least one full term must elapse before the Director is eligible again. An exception to this limitation may be approved by the Members at the annual meeting.

Section 4. Vacancies and Newly Created Directorships

1. Any vacancy, including a vacancy resulting from an increase in the number of Directors, may be filled by the Board. A Director elected to fill a vacancy shall serve the unexpired term of the Director's predecessor. A newly appointed Director shall serve a term established by the Board which shall not exceed three years.

Section 5. Resignation and Removal

1. Resignation. A Director may resign at any time by written notice to the Secretary or President, effective upon receipt or at a later time stated in the notice.
2. Removal. Any Director may be removed, with or without cause, by the Board.

Section 6. Meetings; Notice; Waiver

1. Regular Meetings. The Board shall meet at least quarterly at such times and places as it may determine.
2. Special Meetings. Special meetings may be called by the President or any three Directors.
3. Notice. Notice of Board meetings shall be given no less than three days and no more than fifteen days in advance, unless a greater or lesser period is set by Board policy for regular meetings. Notice may be given by mail, phone, or electronic means.
4. Waiver. Notice may be waived in writing or by attendance without objection, except where a Director attends for the express purpose of objecting to the meeting due to improper notice.

Section 7. Quorum and Voting

1. A majority of the Directors then in office shall constitute a quorum. If a quorum is present when a vote is taken, the act of a majority of Directors present in person or by proxy shall be the act of the Board, unless a greater vote is required by these Bylaws or the Articles of Incorporation.
2. Each Director shall have one vote.
3. Voting may be by proxy.
4. Directors may participate and vote by means of remote communication as provided in Article XII.

Section 8. Action Without Meeting

1. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all Directors consent in writing or by verifiable electronic communication, and the consents are filed with the minutes.

Section 9. Committees

1. The Board may establish standing or special committees, including an Executive Committee, Finance/Audit Committee, Governance/Nominating Committee, and others as needed, and may delegate to such committees any of the Board's authority except powers that by law are nondelegable. Committees shall operate with a Chair and Co-chair.
2. Permanent committees are as follows:
    a. A Governing Committee which may consist of the following subcommittees:
        i. Communication
        ii. Membership Bylaws
        iii. Borough Council Liaison
        iv. Finance
        v. House and Reception
    b. A Community Event Committee which may consist of the following subcommittees:
        i. Recognition Dinner
        ii. Applefest
        iii. Iron Bridge Music Festival
        iv. Best St. Partick's Day Party Ever
        v. Octoberfest in the Park
        vi. National Night Out
        vii. Beautification
        viii. Other Events

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c. A New Cumberland Business and Professional Group.

3. The Committee Chair and Co-chair shall be appointed by the Board. Each committee shall keep minutes and report its actions to the Board at the Board's monthly meeting.
4. Committees and subcommittees shall operate their finances through the accounts of the Association unless otherwise permitted by the Board. Committees permitted to operate their own accounts shall provide detailed monthly financial reports to the Treasurer. The Association shall have the right to inspect a Committee's books of account.
5. Committees may establish additional subcommittees.

Section 9. Foundation Directors

1. The Board shall appoint three directors to serve on the Board of The New Cumberland Olde Towne Foundation as requested by the top Officers of that organization for a term of three years, which shall be staggered.

Article IV. Officers

Section 1. Titles and Qualifications

1. The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer, and such other Officers as the Board may establish from time to time. Any two offices may not be held by the same person except the offices of President and Secretary.

Section 2. Election and Term

1. Officers shall be elected annually by the Board from among the Directors at the first Board meeting following the annual meeting of Members, and shall serve for one-year terms or until their successors are elected and qualified.

Section 3. Duties

1. President. The President shall preside at meetings of the Board and Members, ensure Board directives are carried out, act as the primary spokesperson, and perform such other duties as are customary or assigned by the Board. The President is an *ex officio* Member of all Committees.
2. Vice President. The Vice President shall perform the duties of the President in the President's absence or incapacity and such other duties as assigned by the Board or President.
3. Secretary. The Secretary shall keep or cause to be kept accurate minutes of meetings of the Board and Members, maintain corporate records, give notices as required, attest corporate documents as appropriate and other duties as may be assigned by the Board.
4. Treasurer. The Treasurer shall oversee the Association's financial affairs, ensure the maintenance of accurate financial records, present financial reports to the Board and Members as appropriate, lead the budgeting process, ensure appropriate internal controls

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and other duties as may be assigned by the Board. The Treasurer is an *ex officio* Member of the Finance subcommittee.

Article V. Board Policy

Section 1. Conflict of Interest Policy; Whistle Blower Policy

1. The Association shall adopt, maintain, and enforce a policy statements, which shall include at a minimum:
    a. A written conflict of interest policy applicable to Directors, Officers, key employees, and Committee Members with Board-delegated powers. Each covered person shall annually disclose potential conflicts and comply with recusal and other requirements set forth in the policy; and
    b. A whistle blower policy.

Section 2. Loyalty and Confidentiality

1. Directors and Officers owe duties of care and loyalty to the Association and shall maintain the confidentiality of nonpublic information obtained in their service.

Article VI. Indemnification and Limitation of Liability

Section 1. Indemnification

1. To the fullest extent permitted by the laws of the Commonwealth of Pennsylvania, the Association shall indemnify any person who is or was a Director, Officer, employee, or agent of the Association, or who is or was serving at the request of the Association in any such capacity for another entity, against liabilities and expenses reasonably incurred by such person in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, arising out of such person's service to the Association, provided that such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to criminal matters, had no reasonable cause to believe the conduct was unlawful.
2. The Association may advance expenses to persons eligible for indemnification upon receipt of an undertaking to repay if it is ultimately determined that the person is not entitled to indemnification.

Section 2. Insurance

1. The Association shall purchase and maintain insurance on behalf of any Director, Officer, employee, or agent of the Association against any liability asserted against or incurred by such person in any such capacity, whether or not the Association would have the power to indemnify such person under these Bylaws.

Section 3. Limitation of Liability

1. To the fullest extent permitted by the laws of the Commonwealth of Pennsylvania, the liability of Directors and Officers to the Association shall be limited or eliminated for monetary damages for breach of fiduciary duty as a Director or Officer, except for acts or omissions not eligible for such limitation under applicable law.

Article VII. Fiscal Year, Finances, and Controls

Section 1. Fiscal Year

1. The fiscal year of the Association shall be the twelve-month period ending on December 31 of each year unless otherwise determined by the Board.

Section 2. Budgeting and Financial Reports

1. The Treasurer, with the Governance Committee, shall present an annual operating budget to the Board for approval prior to the start of each fiscal year.
2. The Treasurer shall provide periodic financial reports to the Board, no less often than quarterly, and an annual financial report to the Members at or following the annual meeting.

Section 3. Banking and Depositories

1. Funds of the Association shall be deposited in such banks or depositories as the Board may designate. All checks, drafts, transfers, or orders for payment of money shall be signed or authorized by either the President and Treasurer unless otherwise directed by the Board.

Section 4. Internal Controls; Audit or Review

1. The Association shall maintain appropriate internal controls, including segregation of financial duties to the extent practicable.
2. The Board shall determine annually whether to engage an independent certified public accountant to conduct a compilation, review, or audit of the Association's financial statements, taking into account legal requirements, revenue, complexity, and stakeholder needs.

Section 5. Gifts and Contributions

1. The Board or its designees may accept gifts, grants, and contributions on behalf of the Association consistent with its purposes, subject to the approval of the Board.

Article VIII. Contracts and Execution of Instruments

Section 1. Contracts

1. The Board may authorize any Officer or Committee chair to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 2. Loans; Encumbrances

1. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a Board resolution. No mortgage, pledge, or other encumbrance of Association property shall be made unless authorized by the Board.

Section 3. Authority Limitations

1. No Officer, Director, employee, or Committee chair shall have any power or authority to bind the Association by any contract or to pledge its credit or to render it liable for any purpose or amount unless so authorized by the Board.

Article IX. Records and Reports; Inspection Rights

Section 1. Corporate Records

1. The Association shall keep correct and complete books and records of account; minutes of the proceedings of its Members, Board, and Committees; a record of Members entitled to vote; and such other records as required by law.

Section 2. Inspection Rights

1. Members and Directors shall have such rights to inspect and copy corporate records as may be provided by applicable law, Board policy, and these Bylaws, subject to reasonable conditions on time, place, and manner, protection of confidential information, and cost reimbursement.

Section 3. Public Disclosures

1. The Association shall make available for public inspection such documents as are required by law for a tax-exempt organization described in Section 501(c)(3) of the Code.

Article X. Membership and Board Procedures; Parliamentary Authority

Section 1. Rules of Order

1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Members and the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, or applicable law. The presiding Officer may adopt meeting procedures to facilitate efficient and fair conduct of business.

Article XI. Political Activity and Lobbying

Section 1. Political Activity and Lobbying Policy

1. The Association may not engage in lobbying and advocacy activities.
~~2.~~ The Association may not engage in certain political campaign activities.
3. No Association funds or resources shall be used for political or lobbying activities.

Article XII. Electronic Meetings and Notices

Section 1. Remote Communication

1. Members, Directors, and Committee Members may participate in meetings by means of phone, video conference, or other means of remote communication that allow all persons participating to hear and, where feasible, see each other simultaneously, and such participation shall constitute presence in person at the meeting.

Section 2. Electronic Notice and Voting

1. Notices, consents, waivers, proxies, ballots, and other communications may be delivered and/or received by electronic transmission to the extent permitted by law and these Bylaws, using contact information on record with the Association. The Board may adopt reasonable procedures for electronic voting of Members on matters properly submitted to a vote.

Article XIII. Non-Discrimination

Section 1. Equal Opportunity

1. The Association shall not discriminate on the basis of race, color, religion, creed, sex, sexual orientation, gender identity or expression, national origin, ancestry, age, disability, veteran status, marital status, or any other status protected by applicable law in its programs, activities, membership, or employment.

Article XIV. Amendments

Section 1. Power to Amend

1. These Bylaws may be amended, altered, or repealed, and new Bylaws adopted, by the affirmative vote of a majority of Directors then in office, subject to approval by the Members pursuant to the procedures set forth in Article II.

Section 2. Notice

1. Notice of the proposed amendment, including the text or a fair summary, shall be provided to each Director (and to Members if their approval is required) at least three and no greater than fifteen days before the meeting at which the amendment will be considered.

Article XV. Intellectual Property

Section 1. Exclusive Ownership.

1. All Intellectual Property and Digital Assets created, acquired, registered, or developed by or for the Association, or by any Covered Person within the scope of their role, are the sole and exclusive property of the Association.

Section 2. Registration in the Association's Name.

1. All registrations, domain names, and accounts shall be registered in the name of the Association, using an organizational email address controlled by the Association, and never in the personal name or personal account of any individual.

Section 3. Marks.

1. “Marks” means the Association's name, abbreviations, acronyms, logos, taglines, program names, event names, and any other identifier used to distinguish the Association or its programs. Marks may be used only to identify the Association and its authorized programs.

Section 4. Copyrights and Content; Digital Assets.

1. “Copyrights and Content” means all publications, curricula, reports, photographs, video, audio, graphics, websites, software, and other content produced for the Association are owned by the Association. "Digital Assets" means all social media accounts, handles, and pages; websites and domain names; email accounts; online fundraising and payment platform accounts; content management systems; mailing lists and donor databases; and all associated content, followers, data, passwords, and administrative credentials. Only persons designated by the Board may post, speak, or publish on behalf of the Association. Donor, Member, and constituent data collected through any Digital Asset belongs to the Association and shall be used only in accordance with the Association's privacy policy and applicable law. No Intellectual Property or Digital Asset may be sold, assigned, or otherwise permanently transferred without the approval of the Board.

XVI. Dissolution

Section 1. Dissolution; Distribution of Assets

1. Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all liabilities of the Association, distribute all of the assets of the Association exclusively for one or more purposes consistent with Section 501(c)(3) of the Code, to one or more organizations that are organized and operated under Section 501(c)(3), as the Board shall determine.
2. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for such purposes or to such organizations as the court shall determine, which are organized and operated for substantially similar exempt purposes.

Article XVII. Severability

Section 1. Severability

1. If any provision of these Bylaws is held to be invalid, illegal, or unenforceable, the remaining provisions shall continue in full force and effect to the fullest extent permitted by law.

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Article XVIII. Adoption

Section 1. Adoption and Effective Date

1. These Bylaws were adopted by the Board of Directors of the New Cumberland Olde Towne Association on the date noted above and are effective as of that date, subject to any required Member approval.

Article XIX. Miscellaneous

Section 1. Interpretation

1. References to the Code mean the Internal Revenue Code of 1986, as amended, including corresponding provisions of future federal tax law. References to "written" or "in writing" include electronic communications where permitted by law.

Section 2. Headings

1. Headings are for convenience only and do not affect the meaning of any provision.

Section 3. Governing Law

1. These Bylaws shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without regard to its conflict of law principles.

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