

Constitution and Bylaws of
Midway Manor Community Association
of Allentown, Pennsylvania

INTRODUCTION

These Bylaws are based on the Articles of Incorporation of the Midway Manor Community Association certified by the Commonwealth of Pennsylvania on December 4, 1957. They are intended to provide updated procedures and guidance in order to maintain compliance with the original purpose of the association as listed in ARTICLE 2 below

ARTICLE 1

Name

The name of the non-profit Corporation is Midway Manor Community Association of Allentown, Pennsylvania (hereinafter MMCA).

ARTICLE 2

Purpose

The purpose of the Corporation shall be:

- (a) To form an association of individuals to promote the establishment and maintenance of Midway Manor Community.
- (b) To foster neighborliness, good will, and friendship among the residents and to advance, engage, and assist in social and civic plans, programs, and services for the betterment of its members and the residents of the Midway Manor Community of the City of Allentown, Pennsylvania.

ARTICLE 3

Membership- Rights and Obligations

SECTION 1: Any person/family/household currently or previously residing in Midway Manor shall be eligible for membership in the association. **Residency means living in a house with a Midway Manor address.** Families participating in Midway Manor sports programs are required to join the association. Any other party interested in joining the association must be approved by a majority of the Board. (~~revised 1/6/14~~).

SECTION 2: The voting membership shall consist only of members in good standing. Good Standing Definition: Any member who has recorded attendance for any two (2) general meetings held January 1st- December 31st and has paid their membership two (2) months prior to the October elections. The Board reserves the right to consider exceptions for voting purposes. Any member of the household/family shall also be considered an active member in good standing and entitled to all rights and privileges as an active member.

SECTION 3: For the purpose of voting and/or holding office in MMCA, a member to be in good standing must not be delinquent or in arrears in the payment of such dues and must have paid dues two (2) months prior to the October election.

SECTION 4: The books, accounts and records of this Association shall be open for inspection to any Officer at any time. Any member of MMCA may inspect such books, accounts, and records of MMCA at such reasonable time as the Officers designate.

SECTION 5: The dues for individual or family membership shall be fixed by the Board and shall fall due on January 1 of each calendar year.

SECTION 6: Senior citizen dues shall be set at a lower rate in order to promote active participation of this population.

SECTION 7: The Board shall have the right to deny or revoke membership to any person whose actions are considered detrimental to the goals of MMCA.

SECTION 8: The Committee Chairman and Committee Co-Chairman must be members of the Association.

ARTICLE 4

Officers- Qualifications and Duties

SECTION 1: The Executive Officers of this Association shall consist of President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The Executive Officers constitute the Board of the MMCA and are referred to as "the Board" henceforth in this document. The Board shall have the right to appoint and dissolve standing committees and all temporary committees. The Board shall have the right to review, edit and approve all official communications of the MMCA. The Board members shall be ex-officio of every committee. Hence forth in this document, any voting/decision shall require the majority of the Board.

SECTION 2: Qualifications for election to the Board: A candidate must be a resident of Midway Manor and have been a voting member in good standing of the Association during the current year in order to be eligible to hold office or membership on the Board. Residents of MMCA are defined as those individuals whose principal place of residence is located in the City of Allentown, in the area bordered by Union Boulevard, Sherman Street, Columbia Street and Club Avenue.

SECTION 3: ~~President~~—The President and Executive Officers shall be one with good character and reputation.

SECTION 4: President

The President shall preside at all meetings of MMCA and of the Board and shall observe the prescribed order of business; shall endeavor to guide the Board; shall have the right to execute all decisions of the Board and to determine a vote in case of a tie; and shall have no right to act on an important matter of ~~of~~ on their own accord unless authorized by the Board to do so. If necessity demands, certain arrangements which require immediate action, the President may make these arrangements with those of the Board who are within easy reach. At the first Board meeting immediately thereafter, the President shall inform the members and confirm such action in regular form.

- (a) The President shall have no right while presiding to make a motion or to confirm any motion before the decision of the members, unless the President relinquishes the chair to the Vice President for the purpose of any motion by the President. The President shall have the right to make a motion and to discuss matters on condition that the President delivers the chair to one who has the right to take their place. They, with the Recording Secretary and Treasurer, shall sign and affix the seal to all contracts and legal papers and official documents in the name of the MMCA.

SECTION 5: Vice President

The Vice President shall be possessed with the same qualifications as that of the President and in their absence shall perform their duties, and shall be entitled to all of their prerogatives. The Vice President shall also be Membership Chairperson and each year shall conduct the annual membership campaign.

SECTION 6: Recording Secretary

The Recording Secretary shall keep a record of all proceedings at the meetings of this Association, based on their best recollection of events, and keep a correct and full roll of all members' names and addresses and shall turn over to their successor in office all property of the Association, which is in their custody. The Recording Secretary shall be responsible for custody of Bylaws and all Amendments thereto.

SECTION 7: Corresponding Secretary

The Corresponding Secretary shall attend to all the correspondence of the MMCA including correspondence to members of the MMCA and Board dealing with meeting notices, etc. and any and all other correspondence.

SECTION 8: Treasurer

The Treasurer shall receive and collect all monies, dues, and funds to MMCA; give official receipts; and deposit all monies received in an interest paying bank or trust company. The Treasurer of MMCA shall keep a careful and correct record of all monies received, deposited and expended; countersign all drafts or warrants drawn on the Treasury that have been properly signed by the President; report the financial condition of MMCA at each regular meeting of MMCA; and turn over to their successor in office all property of the Association. The Treasurer shall be responsible for the timely filing of all MMCA tax returns. The Treasurer shall be bonded to the sum of the average balance in the Treasury. The cost of said bond shall be at the expense of the Association. An Auditing Committee consisting of **two or** three members shall audit the Treasurer's accounts and records annually.

ARTICLE 5

Operations

SECTION 1: The election of the Executive Officers. The members of the Board shall be elected by secret ballot by majority vote at the Annual Meeting of the voting membership of MMCA. This is to be held in October of each year. The newly elected Officers shall attend the November and December Board meetings along with the then current Board and shall take office January 1.

SECTION 2: Notices of the Annual meeting for election shall be provided to each voting member at least ten (10) days prior to date of meeting.

SECTION 3: Members of the MMCA in attendance shall constitute a quorum at all general meetings.

SECTION 4: Duties and rights of the Board. In case of the failure of the Board in office to issue a call for the general meeting of MMCA to be held in October in each year, a call for such meeting may be issued over the signatures of any ten (10) members of MMCA in good standing, and such call shall have the same force and effect as if issued under signature of the members of the Board.

SECTION 5: Whenever deemed necessary, the Board or the President shall have the power to call a special meeting of the Board and/or MMCA ten (10) days prior to the date of said special meeting. Such call must contain a specific notice setting forth the purpose of the meeting.

SECTION 6: The Board shall be the representative of MMCA and of the corporation in the administration of its properties. It shall be responsible for the payment, out of MMCA funds, for the administration of the property of the Association.

SECTION 7: The Board shall have the right to adopt and set forth rules and regulations for the conduct of its meetings and affairs, provided, however, that such rules and regulations must be consistent with this Constitution and Bylaws.

SECTION 8: The proceedings of the Board shall be based on the will of the majority of the Board.

SECTION 9: The Board shall have the right to fix the dues of the membership of MMCA and shall endeavor to collect them with the assistance of a Board appointed committee.

SECTION 10: Every Board member shall attend meetings at the time designated. If absent three times in succession without a legitimate excuse, the Board shall ascertain the reason in writing and warn said member of their duties and responsibilities. If a member fails to heed this warning, their place on the Board shall become vacant and the Board shall take action under Article 5, Section 11- Board to fill the vacancy.

SECTION 11: In case of a vacancy in the membership of the Board, the Board shall appoint by a majority vote from the Association membership in attendance, one who is known to be fit in sincerity and ability. In the event the Board resigns as a whole in term, a committee chair in good standing shall call to order a special meeting to nominate and elect a new Board in accordance with the Bylaws.

SECTION 12: There shall be a minimum of one (1) general meeting per year, with public notice given at least ten (10) days in advance of said meeting.

SECTION 13: The Board shall not have power to suspend or expel any member of the Board for conduct prejudicial in its judgment to the good name or welfare of the Board of MMCA without a majority vote in a general meeting.

SECTION 14: The Board shall have power to interpret these Bylaws and any rules and regulations that it may set forth at any time, and its decisions shall be final.

SECTION 15: Such activities as solicitation of monies, large socials, contracts with outside organizations or persons, and acceptance of outside invitations shall be done only with the full knowledge and approval of the Board.

SECTION 16: The Board shall manage the property and business of the Association.

SECTION 17: In addition to the general powers of the Board by virtue of their office, the powers and authority expressly given by law, by terms of the charter of MMCA, and elsewhere in these Bylaws, the following specific powers are expressly conferred on the Board: To determine who shall be authorized on behalf of the Association, to sign bills, notices, receipts, acceptances, endorsements, checks releases, contracts and any other instruments; to delegate any of the powers of the Board to any standing committee, special with such powers as the Board may deem fit to grant.

SECTION 18: The Board is duly authorized to maintain and care for the investment of funds coming into its hands or under its control and to invest said funds under the supervision of the Board.

ARTICLE 6

The Property of the Corporation

SECTION 1: Title to all properties shall be held in the name of the MMCA as specified in Article 1 of this Constitution. All titles, deeds, and other documents relating to the property shall be kept in the custody of the Board. Specifically, the Treasurer will keep all financial records pertaining to MMCA and the Recording Secretary will retain all other pertinent documentation. The Board will ensure that all the documents be distributed to the responsible officer. All other items shall be stored at a location agreed upon by the Board. Any disposition of the records or items will require the approval of the Board majority.

SECTION 2: The Board shall have no right to lease, mortgage, sell, or purchase, any substantial or major property on behalf of the corporation, except after a general meeting, convened for such purpose, shall be had on call of the Board issued to members of the Association in writing and such call must contain a specific notice setting forth the purpose of the meeting. No substantial or major association property shall be leased, mortgaged, sold or purchased, except by a two-thirds majority vote of the members of the association in good standing, attending said meeting.

ARTICLE 7

Midway Manor Youth Sports Programs (hereinafter Sports Programs)

MMCA may support sports and leisure programs and activities for the youth of Midway Manor and surrounding communities. The Sports Programs shall bring together youth and promote civic pride, honesty, integrity, good sportsmanship, physical fitness and athletic skills through sports offered.

The MMCA Board shall appoint an Athletic Director (hereinafter AD). It is preferred that the AD be a resident of Midway Manor; however, in the event that no resident applies, a non-resident can be appointed as AD.

The AD shall provide:

- (a) A current personal record check.
- (b) Monthly reports to the MMCA Board of all activities, events, issues or problems.
- (c) Create teams and practice schedules.
- (d) Attend league meetings, coordinate schedules and competitions, and enter Sports Programs' teams
- (e) into the appropriate Lehigh Valley and/or Pennsylvania Youth Sports Organizations.

The AD may appoint, as needed:

- (a) An Assistant Athletic Director (hereinafter AAD) to assist and perform any duties assigned.
- (b) Coaches chosen by the AD or the AAD shall be subject to approval of the MMCA Board. Coaches may be assigned duties as needed by the AD or the AAD.

The AD shall be responsible to obtain any and all background checks and clearances as required by law for all adults involved in the Sports Programs. These records shall be forwarded to MMCA Board for approval along with the AD recommendation to allow individuals to be part of the Sports Programs. These records shall be maintained by the MMCA Secretary.

The AD oversees the AAD, Coaches, Parent Volunteers and youth and, when necessary, may discipline, suspend or expel any of these participants.

Sports Programs are open to all youth ages five (5) to seventeen (17) years of age. All participants must be members of MMCA prior to registering for the Sports Programs. All membership fees or fundraising monies shall be expeditiously forwarded to the Treasurer of MMCA.

ARTICLE 7 8

Amendments

SECTION 1: This Constitution shall not be amended, altered, changed, suspended or modified except at a quorum general meeting of MMCA, called for that specific purpose. Failure to abide by the provisions of the Constitution and Bylaws of MMCA or any rules or regulations set forth from time to time by the Board shall constitute a forfeiture of membership in MMCA.

ARTICLE 8 9

Rules of Order

SECTION 1: The President shall call the meeting to order at the specified time.

SECTION 2: The President shall preserve order and announce the decision of the organization on all subjects.

SECTION 3: No member shall be interrupted while speaking except by a call to order for the purpose of explanation.

SECTION 4: If a member were called to order, they would, at the request of the President, take their seat until the question of order is settled, when, if permitted, they may continue.

SECTION 5: Each member when speaking, shall stand and address the President, confine to the question under consideration, and avoid all personalities and indecorous language.

SECTION 6: If two or more members rise to speak at once, the President shall decide which is entitled to the floor.

SECTION 7: When the President is putting a question or addressing the organization, silence shall be observed.

SECTION 8: A member shall not speak more than once, nor longer than five minutes on the same question, until all who wish have spoken and no member shall be allowed to speak more than once, except the mover of the motion, without the consent of the President.

SECTION 10: Roberts Rules of Order shall be the authority to decide all questions not herein provided for, so far as consistent with the laws and regulations of the organization.

ARTICLE 9-10 **Order of Business**

- 1) Call to order
- 2) Reading of the minutes of the previous meeting
- 3) Reading of the Treasurer's report
- 4) Reports of Officers
- 5) Reports of Committees
- 6) Unfinished business
- 7) New business
- 8) Election of officers Oct. meeting only. Accordance with the Bylaws Article 5, Sections 1-2.
- 9) Installation of officers Jan. meeting only. Accordance with the Bylaws Article 5 Sections 1-2.
- 10) Adjournment

ARTICLE 10-11 **Seal**

The Seal of the Corporation shall be in the form annexed. The President of the Board shall have custody of the Seal and upon their termination shall deliver same to their successor.

ARTICLE 11-12 **Location of Bylaws**

This Constitution and Bylaws, after adoption, modification, revision, and amendment by the General Membership, as the case may be, shall be kept in the archives and records of the Board and permanently filed and dated as of the date of adoption, modification, revision, and amendment by the General Membership of the MMCA of Allentown, Pennsylvania, and copies in finished form shall be made available for distribution to all members of MMCA.

ARTICLE 12-13 **Location of Principal Office**

Location: The principal office of MMCA shall be located in the City of Allentown, County of Lehigh, and Commonwealth of Pennsylvania.

ARTICLE 13-14 **Bylaw Changes**

SECTION 1: Proposed Bylaw changes must be communicated at a general meeting at least one (1) month prior to adoption, along with the listed time and location of the ratification meeting. These Bylaws shall be adopted by a majority vote of the members present at the time of the proposal to the members for ratification.

SECTION 2: A quorum consists of the number of members who come to the meeting publicized one month in advance via the community newsletter.

SECTION 3: The Bylaws shall be in force and effect immediately upon their adoption.

ARTICLE 15 **Dissolution of Association**

In the event MMCA is unable to retain or attract three (3) eligible candidates for **ALL THREE (3)** Board positions at the annual October Election, the MMCA shall be dissolved. The three (3) vital positions are: President, Secretary and Treasurer. One person may not occupy multiple key positions.

A Dissolution Committee will be immediately formed consisting of the existing vital board members and members in good standing interested in participating. If a vital board member is unable or unwilling to stay on, a replacement will be selected from the membership.

- The dissolution process shall be directed by the President and include the following:
- (a) Notice of the impending dissolution via social media (facebook) and email. It is hoped that this notice may attract qualified candidates to fill open vital board positions.
 - (b) Cessation of all MMCA activities, except for ongoing meetings of the dissolution committee as needed. Meeting minutes and attendance shall be taken by the Secretary.
 - (c) Retention of legal counsel to oversee the dissolution.
 - (d) Written notification to interested parties including the Allentown School District, City Allentown, Insurance Agent, Sports League, Vendors used by MMCA and other interested parties.
 - (e) Final sales tax return to the Pennsylvania Department of Revenue, payment of outstanding taxes owed, and surrender of sales tax license.
 - (f) Funds in MMCA bank accounts should only be used for unpaid MMCA bills, legal fees and any other dissolution related costs (i.e. advertising). Any remaining funds, after the aforementioned items are paid, shall be donated to a local 501-C-3 nonprofit organization and have a known presence in the neighborhood.
 - (g) MMCA sports equipment, furnishings and miscellaneous property, should be offered to the Allentown School District. If they are not interested the committee may select other candidates.
 - (h) Any other steps needed to complete the dissolution of MMCA.

5/18/68

Revised:	11/6/68		6/2/97		1/6/14
	2/14/73		2/ /01		TO BE
	12/15/90		2/4/08		ADDED /2024

NOTES to MMCA members -- NOT PART OF THE BYLAWS:

CHANGES ALSO INCLUDE:
 The Association to MMCA

His/Her to their
 He/She to their

And Minor typographical corrections/capitalization, etc. have also been made.