

# By-Laws of the Swarthmore Senior Citizens Association

## Article I - Officers

1. The registered office of the corporation shall be at Borough Hall, 121 Park Avenue, P.O. Box 306, Swarthmore, PA 19081.
2. 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

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

## Article III - Members

1. Members. Intergenerational citizens of all ages in Swarthmore and surrounding communities may become members and are encouraged to make contributions on an annual basis. The Board of Directors may establish other categories of membership.
2. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable by the members.
3. The Board of Director may by affirmative vote of all the members of the Board terminate the membership of any member, who becomes ineligible for membership, or suspend the membership of any member for good cause, and may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
4. Membership in this corporation is not transferrable or assignable.

## Article IV - Meetings

1. Meetings of the members shall be held at Swarthmore Borough Hall or at such other place or places, wither within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
2. The annual meeting of the members shall be held on the third Saturday of February in each year, when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member may call such meeting.
3. Special meetings of the members may be called at any time by the President, or the Board of Directors.
4. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the

meeting, at least seven (7) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case.

5. Notice of a meeting may be given by mail, or by paid or unpaid publication in the *Swarthmorean*, or by other appropriate means.

6. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of a twenty (20%) percent of the members entitled to vote shall constitute a quorum of all meetings of the members for transaction of business except as may be otherwise provided by law or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

7. Every member of the corporation shall be entitled to one vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the corporation or its property, shall cease on the termination of his membership.

8. Voting may be by ballot, mail or any other reasonable means determined by the Board of Directors. Elections for directors need not be by ballot except upon demand made by a member at the election and before the voting begins.

#### Article V - Directors

1. The business and affairs of this corporation shall be managed by its Board of Directors, not less than seven (7) in number., who shall be members of the Association. They shall be elected by the members at the Annual meeting of members of the Association, and each director shall be elected for a three year term or until his successor shall be elected and shall qualify. No director shall be eligible to serve more than three (3) consecutive terms.

2. In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute of by the Articles or by these By-laws directed or required to be exercised or done by the members.

3. The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

4. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least seven (7) days prior to the day named for the meeting.

5. 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.

6. The Board of Directors may, by the resolution adopted a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation.

7. The Board of Directors shall have the authority to reimburse Directors or Officers for validated expenses incurred for Association purposes.

8. 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:

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

(2) 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.

(3) 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.

9. A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

10. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take action shall be presumed to be in the best interests of the corporation.

11. A director of the corporation shall not be personally liable for monetary damages as such for any action, or any failure to take action, unless:

- (1) The director has breached or failed to perform the duties of his office under this section.
- (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

- (1) The responsibility or liability of a director pursuant to any criminal statute; or
- (2) The liability of a director for the payment of taxes pursuant to local, State, or Federal law.

12. Directors, as such, shall not receive any stated salary for their services.

#### Article VI - Officers

1. The executive officers of the corporation shall be chosen by the Board and shall be a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. All officers shall be members of the association. They shall hold their offices for a term of three (3) years and shall have such authority and shall perform such duties as are provided by the By-laws and as shall from time to time be prescribed by the Directors. It shall not be necessary for the officers to be directors, but officers may be directors; no person may hold more than one office. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise. No officer shall be eligible to serve more than three (3) consecutive terms.

2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

3. The President shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the members and directors; he/she shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred upon the President, to any other officer or officers of the corporation. He or She shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He or She shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. 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 he or she may be required to do from time to time.

5. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He/She shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors or President, under whose supervision he or she shall be. He or She shall keep in safe

custody the corporate seal of the corporation and when authorized by the Board, affix the same to any instrument requiring it.

6. The Treasurer shall have custody to the corporate funds and securities and 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. He or She shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, and account of all his or her transactions as Treasurer and of the financial condition of the corporation.

#### Article VII - Vacancies

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board; though less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

#### 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 the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or record of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.

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 - Membership Certificates

1. Membership in the corporation may be evidenced by a card or Certificates of Membership, in which case they shall be in such form and style as the Board of Directors may determine. The fact that the corporation is a nonprofit corporation shall be noted conspicuously on the face of each card or certificate. They shall be signed by the President or other Officer designated by the Board.
2. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.
3. All check or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

#### Article X - Annual Report

1. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:
  - a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
  - b. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
  - c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
  - d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
  - 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 annual report shall be audited prior to release to the members. A reasonable effort will be made to complete the report and audit in time to permit distribution at the annual meeting.

#### Article XI - 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 of notice of such meeting. In the case of a special meeting of members such **waivered** of 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 XII - 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 or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. So long as the corporation shall continue to be organized on a non-stock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the directors in accordance with the provisions of section 5541 of the Nonprofit Corporation Law of 1988.
4. The Board of Directors, by resolution, may authorize the corporation to accept subventions from members or nonmembers on terms and conditions not consistent with the provisions of section 5542 of the Nonprofit Corporation Law of 1988, and to issue certificates therefore.

#### Article XIII - Indemnification

The corporation shall indemnify each of its directors, officers, and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer or employee of the corporation. The individual shall have no right to reimbursements, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the

performance of his other duties, or was derelict in the performance of his or her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

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

#### Article XIV - Amendments

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

By-Laws amended February 16, 2013.