

Palmerton Memorial Park Association By-Laws
(Revised July 1986, October 1989, October 1997, May 2010, October 2023)

Article 1

Name

The name of this corporation shall be Palmerton Memorial Park Association

Article 2

Purpose

The purpose of the corporation shall be: to provide recreational projects for the advancement of the moral, physical, social, and educational interests of the Palmerton area and the surrounding communities; to install and operate facilities to achieve these ends; to solicit for public and private funds and disperse same, and conduct campaigns for the realization of these purposes; and to hold property for the purpose of and relative to such undertakings; all as a memorial to the members of the community who served in the Armed Forces of the United States. Plaques and markings may nevertheless be fastened to or engraved into specific structures, equipment, and items given to the park by individuals or organizations signifying the donor and the year dedicated.

Article 3

Membership and Dues

Any person who is at least eighteen (18) years old, who is in sympathy with the work and purpose of the corporation, whose name shall be approved by the Board of Directors, and who shall pay an annual season membership shall be deemed an adult member of the corporation with the right to hold office and to vote at the annual meeting or any special meeting of the adult members of the corporation. Monies paid as contributions to the corporation may be applied to an annual season membership, if the donor so requests.

A person who is not yet eighteen (18), or who attends a full-time post high school program, may become a junior member. Junior members shall not have the right to hold office, may not petition for changes in these by-laws, and may not vote at meetings of the corporation.

The Board of Directors shall have the right to establish categories of annual season membership with the rights and privileges to be accorded to each category.

Article 4

Management

- A. The corporation shall be governed by a Board of Directors consisting of twelve (12) members. The directors shall be elected from among the adult members of the corporation, three each year for four-year terms, by majority of the adult members present at the annual meeting.
- B. By vote of a two-thirds of the full Board of Directors (eight (8) votes), a director may be dismissed and his position declared vacant if that director fails to attend three consecutive meetings of the board without cause. Vacancies occurring among the directors may be filled by majority vote of the board at any board meeting. Appointees are to serve only until the next annual election.
- C. The officers of the corporation shall comprise a president, a vice president, a secretary, and a treasurer, who shall be elected annually from among the directors by a majority vote of the Board of Directors at the first meeting subsequent to the annual meeting. An officer shall hold office until his successor has been duly elected. Upon acceptance of his resignation, the Board of Directors shall declare the office vacated. Vacancies occurring among the officers shall be filled from among the Board of Directors at the first board meeting following creation of the vacancy.

- D. All directors and officers of the corporation shall serve without compensation or remuneration.
- E. The Board of Directors shall have full power and authority to conduct the affairs of the corporation.

Article 5

Duties of Officers and Directors

- A. It shall be the responsibility of the board to elect the officers of the corporation, who will plan, direct, and implement activities of the corporation in such a manner as to accomplish the purpose set forth in Article 2. The directors shall attend all meetings of the corporation, serve on such committees to which the president may appoint them, assist and advise the president in matters relating to the corporation, and transact all other business of the corporation.
- B. President -The president shall preside at all meetings of the corporation, act as ex-officio member of all committees, and may appoint such committees as are deemed necessary to carry out the purposes and business of the corporation.
- C. Vice President-The vice-president shall perform the duties of the president in case of absence, resignation, or inability of the latter to act.
- D. Secretary-The secretary shall give due notice to the adult members of the corporation of the date, time, and place of the membership meetings by publishing said notice in a local newspaper at least five (5) days before meetings, notify members of the Board of Directors of meetings of the board, keep true records of such meetings, file all reports of officers and committees or official documents and communications that should be preserved, and perform any other duty usually incident to that office. The secretary shall at all times keep a list of membership. The board may appoint an assistant who need not be a member of the board.
- E. Treasurer-The treasurer shall receive and have custody of all money, bonds, notes, and other funds and securities of the corporation, keep an account of the same, pay such bills as are approved by the board and render a complete accounting of all receipts and disbursements at the annual meeting of the corporation . He shall be bonded in an amount designated by the board.

Article 6

Meetings

- A. The annual meeting of the adult members of the corporation, for the election of directors and for the transaction of such other business as may legally come before it, shall be held on the fourth Tuesday in October at a time and place designated by the board. Special meetings of the adult members may be called at any time by the president, provided that five (5) days notice of the date, time and place of the meeting shall be published once in a local newspaper.
- B. A special meeting of the adult members shall be called by the president within fifty (50) days of receipt of written request for such meeting signed by five (5) adult members. Notice of such meeting shall be published as provided in paragraph A above. However, the Board of Directors may, by vote of eight (8) members, disapprove the request and relieve the president of obligations to call such meeting.
- C. Ten (10) adult members shall constitute a quorum at a special or annual meeting.
- D. The Board of Directors shall meet a minimum of 6 times annually, time and place specified by a majority of board membership. Seven (7) members of the Board of Directors shall constitute a quorum at a regular meeting.

Article 7

Power to Borrow Money

The Board of Directors of this corporation must conform to commonwealth laws governing non-profit organizations when borrowing money as the general interests may require.

Article 8
Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article 9
Amendments

Proposed amendments to the by-laws must be presented in writing signed by five (5) or more adult members. Upon receipt of the proposed amendments, the president shall call a meeting of the membership and direct the secretary to notify the members at least five (5) days prior to the meeting, of the time, date, and location of the meeting by publication in a newspaper of local circulation. Also listed in the publication will be the times and locations where the proposed amendments may be examined prior to the meeting. The adoption of the proposed amendments shall be upon affirmative vote of two-thirds of the adult members present at the time the amendment is presented.

Article 10
Directors' Liability Act

A director of this corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office under Section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance) and the breach or failure constitutes self-dealing, willful, misconduct or recklessness. This provision shall not apply to the responsibility or liability of a director for payment of taxes pursuant to local, state, and federal law.

Article 11
Inurement Clause

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Addendum
Policies and Procedures

The Palmerton Memorial Park Association Board of Directors has the right to establish policies and procedures that support the overall purpose of the organization. Policies and procedures may be approved by a majority vote of the board of directors after two readings at said organization's regular or special meetings. After the first reading, each policy will be posted on the organization's website and/or social media for public view.