

BYLAWS of FRIENDS of FORT HALIFAX PARK, INC.

ARTICLE I. ORGANIZATION

1. Name and Logo. The name of the Organization shall be FRIENDS of FORT HALIFAX PARK, INC., and the Organization may adopt a logo or symbol that shall be approved by the General Membership.
2. Tax-Exempt Status. The Organization is a charitable corporation under the Internal Revenue Code, Section 501(c)(3).
3. Fiscal Year and Budget. The Organization's Fiscal Year shall be the period January 1st through December 31st of each calendar year, and shall operate pursuant to a budget approved at the Annual Membership Meeting in November of each year.
4. Mailing Address, Bank Accounts and Gift Shop. The Organization shall maintain a post office box or other address for the purpose of receiving mail. The Organization shall also maintain a bank account or accounts for purposes of depositing receipts, paying bills and any other lawful purpose, and may maintain a safe deposit box. The Organization may operate and maintain a Gift Shop.
5. Conduct of Meetings. All Meetings of the Organization will be conducted following protocols specified in the latest edition of Roberts Rules of Order.
6. Standing Rules. The Organization may from time to time adopt, amend and/or rescind Standing Rules as may be deemed necessary to carry out the purpose and intent of these Bylaws. Any changes to Standing Rules must be approved by a three-quarters (3/4) majority vote of the General Membership at a Regular Monthly Meeting after being proposed and discussed at the previous Meeting.

ARTICLE II. MISSION and PURPOSE

1. Mission. The following is the mission of the Organization:
 - a. to help foster understanding of the relationship of Fort Halifax to Pennsylvania and Early American history,
 - b. to help preserve and maintain Fort Halifax Park and
 - c. to encourage public enjoyment of the Park as well as use of the Park for purposes of environmental and historical education.
2. Purpose. Through the contribution of volunteer, financial and logistical support within its means, the purpose of the Organization is to assist the Township with Park development, maintenance, operations and programming, obtaining grant monies, and with the purchase of needed equipment and supplies.

ARTICLE III. MEMBERSHIP

1. Eligibility and Removal. Membership in the Organization shall be open to all who support the mission and purposes of the Organization. If a Member is found not to be supportive of the Organization, by word or deed, that Member may be removed from Membership by majority vote of the Board of Directors, but only after being given notice and the opportunity to defend his or her actions before the Board.
2. Duties. The duties of Members are to support the Purpose and Mission of the Organization and attend the Annual Meeting when possible.
3. Voting. Except as otherwise noted herein, all Members in attendance, 18 years of age or older and in good standing, shall be eligible to vote at any Organization Meeting.
4. Dues. The Membership dues for the Friends of Fort Halifax Park, Inc. shall be approved by the General Membership.
5. Classifications and Conditions. The Organization may establish different classifications of Membership as well as other terms and conditions of Membership.
6. Restriction Against Self-dealing. There will be no pecuniary gain or profit, incidental or otherwise, to any Member of the Organization as a direct or indirect consequence of that Member's involvement with the Organization except as expressly authorized by the then-seated Board of Directors.

ARTICLE IV. MEMBERSHIP DUES [Reserved]

Membership Dues is now transferred to the *Standing Rules No. 4.*

ARTICLE V. MEETINGS

1. Regular Monthly Meetings. Regular Monthly Meetings of the Organization shall be held at a time and place as specified in the Standing Rules except where approved by unanimous agreement of the Board of Directors. The Meetings are open to all Members of the Organization. Except as otherwise noted herein, all Members in attendance shall have voting privileges at Regular Meetings; however, the Board of Directors may, by a three-quarters (3/4) majority vote, override a majority vote by the general Membership in attendance.
2. Annual Membership Meeting. The Annual Membership Meeting of the Organization shall be held in November. The Corresponding Secretary shall mail to every Member in good standing notice of the time and place of such Annual Meeting. The mailing shall be at least two (2) weeks before the Meeting.

3. Executive Meetings. Special meetings of the Board of Directors may be called by the President when deemed in the best interest of the Organization. Notices of such Executive Meetings shall, if practicable, be provided to all Directors at least two (2) weeks before the scheduled date set for the Meeting. The notice shall state the reason for the Meeting. No other business but that specified in the notice may be transacted at Executive Meetings without the unanimous consent of all Directors in attendance.
4. Special Meetings. The Board of Directors may also approve Special Meetings of the General Membership where deemed necessary; however, no Special Meeting may be convened without at least two (2) week's written notice to all Members. Written notice may be by First Class mail or email.

ARTICLE VI. BOARD of DIRECTORS

1. Board of Directors. The business of the Organization shall be managed by the Board of Directors consisting of nine (9) individuals. Four (4) will be Directors at Large and the other five (5) the Officers of the Organization. The Board shall have the control and management of the affairs and business of the Organization. The President of the Organization, by virtue of the office, shall be Chairman of the Board of Directors.
2. Prohibition of Relationships. All members of the Board of Directors shall be Members of the Organization, but immediate relatives to any other board member are prohibited from serving at the same time on the Board of Directors.
3. Term of Office. The Board of Directors for the ensuing year shall be elected by ballot at the Annual Meeting of the Organization, and shall serve for a period of one year.
4. Quorum. Five (5) members of the Board of Directors shall constitute a quorum at the Regular Monthly Meetings of the Organization and at any Executive Meeting of the Board.
5. Voting. Each Director shall have one vote at all Meetings. No voting may be done by proxy. The President shall vote only in the case of a tie.
6. Vacancies. Vacancies occurring on the Board of Directors between annual elections shall be filled by a vote of the majority of the remaining members of the Board; however, where the vacancy occurs in the office of President, the Vice President will become President *pro tem*, and a Director *pro tem* then elected to fill the vacancy on the Board. Whenever the office of Vice President is vacated, either by ascendancy to President or other reason, a new Director *pro tem* will be elected and the newly constituted Board of Directors will then elect a *pro tem* Vice President.
7. Honorary Board Members. Honorary Members may be named to the Board. Honorary Members are unique individuals who bring name recognition, prestige and/or who contribute substantial financial or other resources, and/or are willing to lend their names to endorse the Organization's mission.

ARTICLE VII. OFFICERS

The Officers of the Organization and their duties shall be as follows:

1. President.
 - a. Preside at all Meetings.
 - b. Be Chairman of the Board of Directors.
 - c. Cast a ballot only when required to break a tie vote, but in all other instances refrains from voting or making motions.
 - d. Be the Official Spokesperson for the Organization and designate an alternative where appropriate.
 - e. Present at the Annual Membership Meeting a Report of the Organization.
 - f. Appoint all committees, temporary or permanent, although such appointments shall be subject to approval by the Board of Directors as expressly provided in *Art. X, Sec. 1, below.*
 - g. See that all books and certificates required by law are properly kept and that all appropriate filings are timely made.
 - h. Be authorized to sign the checks of the Organization.
 - i. Designate a Sergeant-at-Arms to enforce the Bylaws and Standing Rules.
 - j. Have such other powers as may be reasonably construed as belonging to the chief executive of any organization.

2. Vice President.
 - a. Preside over meetings in the absence of the President.
 - b. Provide assistance and counsel to the President.
 - c. Assume duties of President whenever the President is for whatever reason not available or otherwise incapable of fulfilling the responsibilities of office.

3. Recording Secretary.
 - a. Keep Meeting minutes and other records of the Organization.
 - b. Be the official custodian of all records of the Organization.
 - c. Submit a draft of all meeting minutes to the Board of Directors at least one (1) week before the next Board meeting.

4. Corresponding Secretary.
 - a. Give and serve all appropriate notices to Members of the Organization.
 - b. Attend to general correspondence of the Organization.
 - c. Make all filings required by any statute, federal or state, except for tax filings that shall be the duty of the Treasurer.
 - d. Submit to the Board any communication addressed to the Organization.

5. Treasurer.

- a. Have the care and custody of all monies belonging to the Organization.
- b. Be solely responsible for such monies and/or securities of the Organization.
- c. Be responsible for all deposits made into any of the Organization's accounts.
- d. Make investments for the Organization approved by the Board of Directors.
- e. Timely file all required tax returns, 501(c)(3) filings, and all related documents.
- f. Present at Monthly Meetings an account of the Organization's finances.
- g. Sign checks drawn on accounts of the Organization.
- h. Provide appropriate documents to individuals conducting the Annual Audit.
- i. Be bonded in an amount approved by the Board of Directors.

ARTICLE VIII. VOTING at REGULAR and ANNUAL MEETINGS

1. Voting. At all Meetings, except for the election of Officers and Directors, voting shall be by voice, if practicable, and otherwise by show of hands. The President or other presiding Officer shall vote only instances where necessary to break a tie.
2. Elections. Election of Officers and Directors shall be at the November Annual Membership Meeting, voting and shall be by secret ballot. Nominations for elections shall be made by any Member in attendance at the October Regular Monthly Meeting, and nominations shall be reopened prior to elections at the Annual Membership Meeting. A ballot shall be provided to each attending Member eligible to vote. Election shall be by a simple majority. Balloting may be dispensed with in uncontested elections.
3. Inspectors of the Election. At the Annual Membership Meeting, for voting by secret ballot, the chairman of such Meeting shall, prior to the commencement of the balloting, appoint a temporary Committee of three (3) to act as the Inspectors of the Election. No Inspector of Election shall be a candidate for any office within the Organization or an immediate relative to any candidate.
4. Certification of Results. Inspectors of the Election shall conduct the balloting and, at the conclusion of the election, certify in writing the results, and the certified copy shall be physically affixed to the Official Minutes of that Annual Meeting.

ARTICLE IX. ORDER of BUSINESS

1. Order of Business. The general order of business for Meetings shall be as follows:
 - a. Roll Call
 - b. Approval of the Minutes of the preceding Meeting
 - c. Reports of the Officers
 - d. Standing Committee reports
 - e. Old and Unfinished Business
 - f. New Business

- g. For the Good of the Order (general Membership input and other matters)
 - h. Adjournment
2. Agenda Items. Any proposed agenda items for a Meeting should be submitted to the President for approval at least one (1) week before a Regular Monthly Meeting. Items for consideration can be submitted by any Member.

ARTICLE X. COMMITTEES

1. Committee Appointments and Terms. Committees, both Standing and *Ad hoc*, shall be appointed by the President subject to approval by the Board of Directors. All Committee appointments shall be for a period of one (1) year or less if terminated sooner by the action of the Board of Directors.
2. Standing Committees. The Standing Committees and their respective duties shall be as follows:
- a. Finance – Assist in preparation of the Annual Budget required under *Art. I, Sec. 3, above*. Make recommendations regarding the financial condition of the Organization, investments, budgeting, and other matters touching on financial issues. Select two individuals from the General Membership and/or Board Members not on this Committee to audit the Organization’s financial books in January of each year. Make appropriate documents available to those conducting the Annual Audit. Report the audit findings and recommendations at the February regular meeting. The Treasurer shall be the Chairman of the Finance Committee, but there shall be appointed at least two (2) other Members to the Committee.
 - b. Program, Education and Outreach – Advance the Organization’s mission by coordinating educational activities with local schools, historical societies, and other institutions. Interface with media, area tourism groups, and others to promote Organization activities at the Park and elsewhere. Assist in coordinating formal archeological efforts at the Park and promoting preservation of the history of Ft. Halifax. Work with Halifax Township to promote public appreciation and use of the Park.
 - c. Membership – Maintain all Membership records including a current Membership Roster with contact information, records of dues payments, and the like. Annually solicit Membership renewals and assist in other solicitations. Collect and record payment of all dues, fees or other Member assessments, and deliver proceeds to the Treasurer for disposition.
 - d. Fundraising – Recommend and coordinate all revenue-generating initiatives. Assure compliance with all relevant laws and regulations. Maintain appropriate accounting records of expenses and collections, and periodically forward bills and proceeds to the Treasurer for appropriate disposition.
 - e. Buildings, Grounds, and Maintenance– Work with Halifax Township officials to assist in all aspects of maintaining and developing the Park. Coordinate with the Township in all matters involving improvement and maintenance of existing Park

structures, maintenance of Park equipment, Township-approved construction and improvement of Park grounds, and grounds maintenance including mowing, trimming and vegetation control.

ARTICLE XI. AMENDMENTS

These Bylaws may be altered, amended, repealed, or supplemented by an affirmative vote of not less than three-quarters (3/4) majority of the Members present at the November Annual Meeting. However, any amendment must first be formally introduced at a Regular Meeting and approved there by a three-quarters (3/4) majority vote; written notice of the proposed change must then be provided to all Members along with notice of the November Annual Meeting.

ARTICLE XII. CARE and DISTRIBUTION of FUNDS

1. Charitable Purposes. The purpose of this Organization shall conform to the requirements of the U.S. Internal Revenue Sec. 501(c)(3). It is the intent of the Organization that all contributions, fees, dues and similar sources of revenue to the Organization shall qualify for the federal income tax charitable deduction, as the same may be defined and amended from time to time. Accordingly, if any provision of these Bylaws, or action taken pursuant to these Bylaws, negatively affects such qualification, such provision or action is and shall be automatically rendered null and void. Within the parameters described above, the Organization shall engage in the preservation and maintenance of the Fort Halifax Park situate in Halifax Township, Dauphin County, PA, including operation of a Gift Shop.
2. Bookkeeping. As specified in *Art. VII, Sec. 5, above*, the Treasurer shall have custody of the corporate funds and shall maintain accurate accounts of receipts and disbursements in books belonging to the Organization, and shall keep the monies of the Organization in a separate account to the credit of the Organization. The Treasurer shall disburse the funds of the Organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board, at Regular Meetings, or whenever the Board may require it, an account of all transactions as Treasurer and of the financial condition of the Organization.
3. Criteria for Distribution of Funds. The Organization shall distribute funds in accordance with the decision of a majority of the Membership attending a Regular Monthly Meeting, subject to overruling by the Board as specified in *Art. V, Sec. 1, above*. Such distributions shall be for charitable purposes as required pursuant to *Art. I, Sec. 2, above*, and in accordance with such criteria as the Board may adopt from time to time.

ARTICLE XIII. LIABILITY and INDEMNIFICATION

1. General Rule. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:
 - a. the Director has breached or failed to perform the duties of Director, and the breach or failure to perform constitutes self-dealing with wilful misconduct or

recklessness or

- b. the Director has been found to be: (i) responsible or liable pursuant to any criminal statute or (ii) liable for the payment of taxes pursuant to local, state, or federal law.
2. Indemnification. The Organization shall indemnify any Officer or Director or employee or representative of the Organization who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (and whether or not by, or in the right of, the Organization) by reason of the fact that such person is or was a representative of the Organization, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this section in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness; and provided further, however, in instances of a claim by or in the right of the Organization, indemnification shall not be made under this section in respect to any claim, issue, or matter as to which the person has been adjudged to be liable to the Organization unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the Organization is located or the court in which the action was brought determines upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.
3. Procedure. Unless ordered by a court of competent jurisdiction, any indemnification under this section or otherwise permitted by law shall be made by the Organization only as authorized in the specific case upon a determination that it is proper under the circumstances because the individual seeking indemnification has met the applicable standard of conduct set forth under that section. Such determination shall be made by:
 - a. the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
 - b. by independent legal counsel in a written opinion if such quorum is not obtainable or if obtainable and a majority vote of the quorum of disinterested Directors so directs.
4. Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this section or otherwise permitted by law in defending a civil or criminal action, suit, or proceeding shall, in any case required by *Section 2, above*, and may, in any other case, be paid by the Organization in advance of the final disposition of such action, suit, or proceeding upon receipt of a written agreement by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Organization.

5. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director or employee or representative of the Organization and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XIV. PROVISIONS of DISSOLUTION

Upon dissolution of the Organization, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Organization, and shall thereafter dispose of all of the assets of the Organization: (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue regulation), in such a manner as the Board of Directors shall determine, or (ii) to such organization or organizations created and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and at the time be so described in Section 170(c)(2) of such Code, as the Board of Directors shall determine. Upon dissolution, no part of the assets or property of the Organization, or any surplus funds, shall inure to the benefit of, or be distributable to, its Directors, Officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered to the Organization by such individuals.

Adopted February 5, 2007

Amended March 26, 2009 (Art. IV)

Amended March 31, 2011 (Art. V)

Amended November 1, 2011 (Art. V)

Amended November 6, 2012 (Art. VIII)

Amended March 20, 2014 (All)

Amended November 5, 2015 (Art. V, Sec. 1 & 2)