

Sheshequin-Ulster Community Center
AMENDED BYLAWS – REVISED APRIL 2018

Article I. Name

This Corporation, incorporated according to the Laws of the Commonwealth of Pennsylvania, is known as "Sheshequin-Ulster Community Center."

Article II. Purpose

The object of this corporation is to establish, maintain and operate a community center within Ulster Township and Sheshequin Township, Bradford County, Pennsylvania, to provide playgrounds and social, recreational, and educational facilities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 described in Section 501(c) (3). 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, the corporation shall not carry on other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III. Membership

Section 1. Administrative membership of this corporation shall be open to three (3) appointed representatives from each non-profit organization within the bounds of Ulster and Sheshequin Townships who register their representatives with the Sheshequin-Ulster Community Center secretary no later than twenty days prior to a meeting.

Section 2. If at any time said organizations represented shall number less than four (4), each shall elect representatives equally to maintain a membership of twelve (12).

Article IV. Directors

Section 1. A Board of seven (7) to nine (9) Directors shall be elected by the Administrative Membership. The term of office of directors shall be three years, except that the terms of Directors first appointed shall be fixed so that no more than three (3) shall be reappointed or replaced during any future calendar year.

Section 2. No organization shall have more than two members serving on the Board of Directors, except as necessary according to Article III, Section 2.

Section 3. Any director who fails to attend three (3) consecutive meetings without excuse may be removed from the Board by a majority vote of the remaining directors.

Section 4. A vacated Directorate shall be filled by the remaining directors until the next annual meeting, at which time the Administrative Membership shall elect a director to finish the remaining term.

Section 5. No more than one person from any immediate household or family (defined as

spouses, siblings, children, parents or in-laws), shall serve on the Board of Directors at the same time.

Article V. Officers

Section 1. The Officers of this Corporation shall consist of a President, Vice-President, Secretary, and Treasurer; and shall be elected by the Directors following the Annual meeting, or at the next regular meeting of the Board.

Section 2. The President shall preside at meetings of the membership and of the Board of Directors, should countersign all checks, notes, and drafts drawn by the Corporation and shall have such other power and perform such other duties as are generally exercised by, or appertain to, the Office of President.

Section 3. The Vice-President may be a signatory on checks, shall perform the duties of the President in the event of the absence or disability of that Officer and such other duties as the Board of Directors may assign.

Section 4. The Treasurer should sign all checks, notes, and drafts drawn by the Corporation. S/he shall have custody of the cash, books of account, records and other valuable papers of the Corporations. S/he shall keep proper records and books of the accounts and shall prepare a balance sheet statement showing the condition of the Corporation at the close of each month, or at such times as the Board shall require said statement. The statement shall be attested to by two members of the Board and shall be made accessible to the members of the Corporation. S/he shall submit records to the auditing committee annually for an audit.

Section 5. The Secretary shall keep a correct record of all meetings of the members and of the Board of Directors. S/he shall maintain the member roster, updating it annually prior to the Annual meeting. S/he shall give notice of all meetings of the members in the manner provided by the Bylaws and shall perform any such other duties which appertain to the office or are assigned by the Board.

ARTICLE VI. Committees

Section 1. There shall be an Executive Committee composed of the President, the Vice-President, the Secretary, and the Treasurer; and one at large board member elected by the board at the same meeting as the election of officers, who may conduct business between regular board meetings, to be affirmed at the following regular board meeting.

Section 2. An Auditing Committee of two (2) Auditors, who are not Directors, shall be elected at the Annual Meeting of the Corporation by the Administrative Membership, and shall serve for a term of one year. The auditing committee will review and audit the records through the end of the calendar year, and provide a detailed fiscal report at the next annual meeting. Alternatively, a qualified person or company may be hired to perform an audit and review of the records. The audit will be of the entire year. The auditor will present a detailed fiscal report at the annual meeting and answer any questions on the report.

Article VII. Meetings

Section 1. An Annual Meeting of the Administrative Membership shall be held in April of each year with notice to be published five (5) days prior to the date of such meeting in the existing newspapers of general circulation within both Townships. (Currently, the Daily Review and the Evening Times.)

Section 2. A minimum of four Quarterly Meetings of the Directors shall be held in each

calendar year, providing that one of those meetings may be the Annual Meeting. Notice of all such meetings shall be given by the Secretary by phone, postal mail or receipt returned email at least five days before the meeting, stating date, time of day and place of the meeting. A quorum of five (5) directors is necessary to conduct business.

Section 3. Special meetings of this corporation may be called by the President, or by written request of a majority of the membership on notice to the Secretary. Notice as provided in Section 2 shall apply to Special meetings, with the purpose of the meeting stated on the notice.

Section 4. At Annual and Special Meetings of this Corporation, a majority of the membership shall constitute a quorum and the vote of the majority shall be the act of the corporation. Quorum and voting shall be counted either by presence at the meeting OR by mail or proxy vote on prescribed forms returned to the secretary in advance of the meeting. If quorum is not established, an adjournment shall be taken to a date not more than seven (7) days thereafter. Notice of adjourned meeting shall be given as provided in Section 2 of these bylaws.

Article VIII. Rules and Regulations

Section 1. The Board of Directors shall be responsible for proper supervision of activities and for building and contents to the extent as they may be covered by insurance, to wit: fire, liability, etc.

Section 2. The Board of Directors shall retain the power to refuse use of the facilities for any activity or meeting which they deem dangerous or harmful to the welfare of the community to control hours of use and rates and fees for use of the facilities.

Section 3. All powers and rules not specifically granted by these bylaws shall remain in the Board of Directors.

Section 4. Such rules and regulations as promulgated or established by the Board of Directors shall become binding upon being approved by a majority of the Board.

Article IX. Amendments

These bylaws may be amended at any annual meeting or special meeting called for that purpose, by majority vote of the Administrative Membership, provided that a true copy of the proposed amendment shall have been given as provided in these Bylaws.

Article X. Dissolution Clause

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.
