

BY-LAWS OF FRIENDS OF FORT HALIFAX PARK, INC.

ARTICLE I ORGANIZATION

1. The name of the organization shall be FRIENDS OF FORT HALIFAX PARK, INC.
2. The organization shall have a seal which shall be in the following form: (foot print of the fort)
3. The organization may at its pleasure by a vote of the membership body change its name.
4. The address of the Friends of Fort Halifax Park, Inc. is PO Box 565, Halifax PA 17032.
5. This organization is a charitable corporation under the Internal Revenue Code, Section 501(c) (3).

ARTICLE II PURPOSES

1. The following are the purposes for which the Friends of Fort Halifax Park, Inc. has been organized:
 - a. to help create an awareness of Fort Halifax in Pennsylvania history, possibly through the reconstruction of the Fort;
 - b. to help preserve and help maintain Fort Halifax Park as a passive recreational area;
 - c. to encourage the use of the park for environmental education and history of the area.
2. The Friends will advise the Halifax Board of Supervisors of development, programs, operations, management, and will seek approval for improvements thereon.
3. It will also operate and maintain a gift shop.
4. There will be no pecuniary gain or profit, incidental or otherwise, to the members of this organization.

ARTICLE III MEMBERSHIP

1. Membership in this organization shall be open to all who support the purposes of the Friends of Fort Halifax Park, Inc. If a member is found not to be supportive of the organization, by word or deed, they shall be removed from membership by majority vote of the members.

2. Membership will be determined by the level a person has selected when they join and will last for one (1) year. The levels are as follows: Student -\$10.00; Individual - \$25.00; Family - \$45.00; Supporting - \$100.00; Corporate - \$250.00 and above. An Individual life Membership is \$500.00
3. The duties of members are to support the purpose of the organization and attend the annual meeting when possible.
4. The voting members at the annual meeting of this organization shall consist of all members who are 18 years of age or older and are in good standing.

ARTICLE IV MEMBERSHIP DUES

1. The membership dues for the Friends of Fort Halifax Park, Inc. shall be set by the Board of Directors annually at the December meeting.
2. The Board of Directors shall also set the levels of membership.
3. Membership shall last one year beginning January 1st.
4. Anyone becoming a member after January 1st and before July 1st shall pay for a full year.
5. Any one becoming a member after July 1st and until the end of the year will be a member through the end of the following year.

ARTICLE V MEETINGS

1. The annual membership meeting of the Friends of Fort Halifax Park, Inc. shall be held on the first Tuesday of November every year except if such day be a legal holiday, and then the Board of Directors shall select a day, but it shall not be more than two weeks from the date fixed by these By-Laws.
2. The Corresponding Secretary shall mail a notice of the annual meeting to every member in good standing at their address as it appears in the membership roll book in this organization a notice informing them of the time and place of such annual meeting. The mailing will be at least 2 weeks before the meeting.
3. Regular meetings of the Board of Directors will be held monthly on the first Tuesday of the month. The meetings will be held at the Halifax Historical Society building and are open to all members of the Friends of Fort Halifax Park, Inc. Only the Board of Directors has voting privilege at these meetings.
4. Special meetings may be called by the president when it is in the best interest of the organization. Notices of such a meeting shall be mailed to all members at least two weeks before the scheduled date set for such special meeting. The notice shall state the reason that such a meeting is being called.

5. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at the meeting.

ARTICLE VI BOARD OF DIRECTORS

1. The business of the Friends of Fort Halifax Park, Inc. shall be managed by the Board of Directors consisting nine (9) members. Four (4) will be members at large and the other five (5) the officers of the organization.
2. The Board of Directors for the ensuing year shall be elected at the annual meeting of the organization, by ballot, and shall serve for a period of one year.
3. The Board shall have the control and management of the affairs and business of this organization. The Board shall only act when it is regularly convened by the chairman after due notice to all the directors of such meeting.
4. Five (5) members of the Board of Directors shall constitute a quorum at the meetings of the Board of Directors.
5. Each director shall have one vote at all meetings. No voting may be done by proxy.
6. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the board for the balance of the year.
7. The President of the organization, by virtue of the office, shall be Chairman of the Board of Directors.
8. All members of the Board of Directors shall be members of this organization.

ARTICLE VII OFFICERS

1. The officers of the Friends of Fort Halifax Park, Inc. shall be as follows: President; Vice President; Corresponding Secretary; Recording Secretary; Treasurer.
2. The President shall:
 - a. Preside at all membership meetings.
 - b. Be Chairman of the Board of Directors.
 - c. Present at the annual meeting a report of the organization.
 - d. Appoint all committees, temporary or permanent.
 - e. See that all books and certificates required by law are properly kept and filed.
 - f. Be one of the officers who may sign the checks of the organization.
 - g. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.
3. The Vice President shall:
 - a. Preside over meetings in the absence of the President.

- b. Provide assistance and counsel to the President when asked and when appropriate.
 - c. Become acting president when the President is not capable of fulfilling the responsibilities of the office.
 - d. May be one of the officers required to sign the checks.
4. The Recording Secretary shall:
 - a. Keep the minutes and records of the organization in an appropriate manner.
 - b. File any certificates required by any statute, federal or state.
 - c. Be the official custodian of the records and seal of the organization.
 - d. Shall exercise all duties incident to the office of Recording Secretary.
 - e. Submit all meeting minutes and committee reports to board members one week before a board meeting.
5. The Corresponding Secretary shall:
 - a. Give and serve all notices to members of the organization.
 - b. Attend to all correspondence of the organization and shall exercise all duties incident to the office.
 - c. Submit to the Board any communication addressed to the Secretary.
6. The Treasurer shall:
 - a. Have the care and custody of all monies belonging to the organization.
 - b. Be solely responsible for such monies or securities of the organization.
 - c. Be responsible for all deposits made for the organization into its banking account or accounts.
 - d. Make investments for the organization only when approved by the Board of Directors.
 - e. Present the Board of Directors a written account of the finances of the organization at their meetings.
 - f. Be the only officer who must sign all checks.
 - g. Have the books audited at the end of the year.
 - h. Exercise all duties incident to the office of Treasurer.
 - i. Be bonded.
7. Officers shall be members of the Board of Directors by virtue of their office.
8. No officer shall for reason of that office be entitled to receive any salary or compensation.
9. Honorary Board Members
 - a. Honorary Board Members may be appointed by the Board of Directors.
 - b. An Honorary Board is a collection of unique individuals who bring instant name recognition, prestige and/or resources to the organization.

- c. The members often contribute financially, open doors to other resources and are willing to lend their names to endorse the mission of the Friends of Fort Halifax Park, Inc.

ARTICLE VIII VOTING AT ANNUAL MEETINGS

1. At all meetings, except for the election of officers and directors, voting shall be by voice. For election of officers, a ballot shall be provided to each attending member and there shall not appear any place on such ballot any marking that might indicate the person who cast such ballot. Election shall be by a simple majority of voters.
2. At all votes by ballot the Chairman of such meeting shall, prior to the commencement of the balloting, appoint a committee of three to act as the “inspectors of the election” and
3. shall, at the conclusion of the balloting, certify in writing the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
4. No inspector of election shall be a candidate for office or shall be personally interested in the candidates being voted upon.

ARTICLE IX ORDER OF BUSINESS

1. The general order of business for meetings of the Friends of Fort Halifax Park, Inc. shall be:
 - a. Roll Call
 - b. Voting on the Minutes of the preceding meeting.
 - c. Reports of the Officers.
 - d. Review of reports of committees.
 - e. Old and Unfinished Business.
 - f. New business.
 - g. Adjournment.
2. Any proposed agenda items for a meeting shall be submitted to the President for approval at least one week before a regular monthly meeting. Items for consideration can be submitted by any member of the Friends of Fort Halifax Park, Inc.

ARTICLE X COMMITTEES

1. All committees of the Friends of Fort Halifax Park, Inc. shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.
2. The permanent committees shall be:

- a. Finance Committee
 - b. Education Committee
 - c. Membership Committee
 - d. Festival Committee
 - e. Development Committee - Fundraising
 - f. Resource Committee – Buildings, Grounds and Maintenance
3. All committees shall submit reports to the recording secretary in a timely manner so they can be submitted to the board one week before its next meeting.

ARTICLE XI AMENDMENTS

These By-laws may be altered, amended, repealed, or added to by an affirmative vote of not less than 60 percent of the members present at the annual meeting.

ARTICLE XII CARE AND DISTRIBUTION OF FUNDS

1. Charitable Purposes. The purpose of this Corporation shall conform to the requirements of the U.S. Internal Revenue 501 (c) (3). It is the intent of the Corporation that all contributions, fees, dues and similar sources of revenue to the Corporation 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 Corporation shall engage in the preservation and maintenance of the Fort Halifax Park situate in Halifax Township, Dauphin County, Pennsylvania, including, but not limited to, the operation of a gift shop.
2. Bookkeeping. The Secretary/Treasurer shall have custody of the corporate funds and accurate accounts or receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. The Secretary/Treasurer 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 Board, at the regular meeting of the Board, or whenever they may require it, an account of all his or her transactions as Secretary/Treasurer and of the financial condition of the Corporation.
3. Criteria for Distribution of Funds. The Corporation shall distribute funds in accordance with the decision of a majority of the board attending a meeting. Such distributions shall conform to the charitable purposes set forth above and in
 - a. 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 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 in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto, and the breach or failure to perform constitutes self-dealing, willful 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 Corporation shall indemnify any officer or Director or employee or representative of the Corporation who was or is a party or is threatened to be made a party to an 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 Corporation) by reason of the fact that such person is or was a representative of the Corporation, 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 Corporation, 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 Corporation, 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 Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation 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 Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:
 - a. by the Board by a majority vote of a quorum consisting of Directors who are not parties to the action or proceeding; or
 - b. if such quorum is not obtainable or if obtainable and a majority vote of the quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

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 Paragraph 2 above, and may, in any other case, be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking 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 Corporation.
5. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this section shall continue as to any person who has ceased to be an officer or Director or employee or representative of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XIV PROVISIONS OF DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation, and shall thereafter dispose of all of the assets of the Corporation, (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 Law), in such a manner as the Board of Directors shall determine, or (ii) to such organization or organizations organized 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 shall at the time be 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 Corporation, or any surplus funds, shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation..

Adopted February 5, 2007
Amended March 26, 2009
Amended March 31, 2011
Amended November 1, 2011