

**FRIENDS OF NEW BRITAIN PARKS, INC.  
COMPANY BY-LAWS**

**ARTICLE I  
Name**

The name of the corporation is Friends of New Britain Parks, Inc. (the "Corporation").

**ARTICLE II  
Corporate Purpose**

2.1 The purpose of the Corporation is to serve as a Supporting Organization, as described in Section 509(a)(3) of the Internal Revenue Code, organized and at all times operated exclusively for the benefit of, or to carry out the purposes of, the public parks, nature preserves (including specifically the Wilma Quinlan Nature Preserve) and other public recreational facilities and spaces owned by the Borough of New Britain (the "New Britain Parks"). The New Britain Parks shall include, but not be limited to, the Wilma Quinlan Nature Preserve and Orchard Park. In furtherance of that Corporate Purpose, the Corporation shall: (a) raise money from public and private sources for the maintenance of, and improvements to, the New Britain Parks; (b) invest and reinvest all funds entrusted to it; (c) take such actions as it thinks appropriate for an endowment with the funds so raised; and (d) with prior approval of New Britain Borough Council ("Borough Council") first obtained, distribute and/or apply the net income and principal in furtherance of the Corporate Purpose and for no other purpose.



2.2 The exercise by the Corporation's Directors and Officers of the discretion vested in them under the Corporation's Articles of Incorporation and these By-Laws shall be limited and construed as necessary to ensure that the Corporation at all times satisfies the requirements of a Type I Supporting Organization under the Regulations to Section 509(a)(3): Sec. 1.509(a)-4, *et seq.*, of the Internal Revenue Code.

### **ARTICLE III Corporate Offices**

3.1 The initial registered office shall be located at the offices of Borough Council, 45 Keeley Avenue, New Britain, PA 18901. The Corporation may also have offices at such other places as its Board of Directors may designate.

3.2. The registered office may be changed to such other locations as the Corporation's Board of Directors may determine with approval of Borough Council.

### **ARTICLE IV Corporate Seal**

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its creation and the words "Corporate Seal, Pennsylvania".

### **ARTICLE V**

## **Membership**

5.1 The Members of the Corporation shall consist of the persons serving from time to time on the Corporation's Board of Directors. The initial Members/Directors shall be appointed by Borough Council in the manner prescribed in Article VI of these By-Laws. Thereafter, as vacancies may occur, the vacancies shall be filled by the Corporation's Board of Directors with persons first approved by Borough Council as hereafter provided. Meetings of the Members shall be held at the registered office of the Corporation, or at such other place as the Board of Directors may determine. Each Member shall be entitled to one vote in person or by proxy. A majority of the Members shall be required at a meeting in person or by proxy to constitute a quorum.

5.2 The initial meeting of the Members shall be held on \_\_\_\_\_, \_\_\_\_\_, 2018, at which time the Corporation's initial Board of Directors shall be formally impaneled. Thereafter, an annual meeting of the members shall be held at the registered office of the Corporation on the 1st day of November of each year at 1:00 PM or at such other time and place as the Board of Directors may determine. Each Member shall receive at least five-days' notice of the annual meeting. The purpose of each such annual meeting shall be: (a) to elect any Director or Directors whose terms are set to expire on that date in accordance with paragraph 6.2 of these By-Laws; and (b) to add persons to the Board of

Directors if the Members choose to do so and have the approval of Borough Council to such additions. All Members, including the Member/Director whose term is then expiring, shall be entitled to vote. In advance of the annual meeting, notice will be provided also to the Borough Council whose representatives shall have the right to attend and participate in the meeting to provide the Corporation with the Borough Council's input in all matters effecting the New Britain Parks and the Corporation.

5.3 Whenever a Director resigns, dies or otherwise becomes unable to continue his or her service as a Director, any officer or Director of the Corporation shall have the right to call a special meeting of the Members to elect a new person to serve as Director for the balance of the retiring Director's then term. All Members, including the retiring or departing Member/Director, who are able to vote shall be entitled to vote in that election. However, so long as there are always at least three (3) Directors remaining, there shall be no obligation to replace a resigning or departing Director.

5.4 The election of each Director pursuant to paragraphs 5.2 and 5.3 shall require the affirmative vote of a majority of the Members, and also the approval of the Borough Council. Before each such election, the Corporation's Board of Directors shall notify (and consult with) Borough Council to first obtain Borough Council's approval.

5.5 In lieu of a formal meeting of the Members, the Members may choose to act by means of Unanimous Consents; provided, however, that in each instance, notices and approvals required of Borough Council are also obtained.

## **ARTICLE VI Board of Directors**

6.1 Management of the business of the Corporation shall initially be vested in a Board of Directors (the "Board") consisting of three (3) persons. The number may be increased, but not decreased, by the Board after first obtaining the consent of Borough Council. Subject to the restrictions contained in paragraph 2.2 related to qualification of the Corporation as a Type I Supporting Organization under the Internal Revenue Code, the Board may exercise all such lawful powers and perform all such lawful acts as it thinks appropriate to discharge its responsibility in managing the Corporation and which are not by statute required to be exercised by the Members.

6.2 The initial persons comprising the Board of Directors shall be designated by Borough Council and shall each have terms of between one (1) and four (4) years. At the expiration of each Director's term, the Members shall elect a person to serve as Director and so on from year to year, so that there are always at least three (3) Directors serving with terms varying between one and four years. A Director whose term

expires may be reappointed if that's what the Members think appropriate. In every case, however, the election of each Director shall require the affirmative vote of a majority of the Directors then serving (which may include the departing Director) and also the approval of the Borough Council. Before each such election, the Corporation's Board shall consult with Borough Council to obtain its input into the composition of the Corporation's Board to ensure that there is always complete transparency and accountability of the Board to Borough Council.

6.3 Regular meetings of the Corporation's Board shall be held, with prior notice, at such times and places as the Board shall from time to time determine. Notice of all such meetings shall be provided to Borough Council whose Members shall always be welcome to attend and provide guidance to the Corporation's Board.

6.4 At the first meeting after the annual meeting of Members, the Board shall elect a President and, at their discretion, one or more Vice Presidents, one or more Secretaries, and a Treasurer, who shall hold office at the pleasure of the Board, but who shall not be elected for a longer term than one year. Each such officer shall be elected from among the Directors and shall be approved by the Borough Council.

6.5 A majority of the Directors shall be necessary at all meetings to constitute a quorum for the transaction of business and also for approval of all actions to be taken by the Corporation's Board on its behalf. Actions may also be taken by Unanimous Consent of the Directors; provided that all notices and approvals required of Borough Council are also obtained.

6.6 Meetings of the Board may be called by the President on five (5) days' notice to each Director, either personally, by mail, or by wire; meetings may also be called in like manner and on like notice on the written request of a majority of the Directors. Meetings shall be held at such places as the Board may determine. In all events, notice shall contemporaneously be given to Borough Council.

6.7 Subject to limitations contained in Article II of these By-Laws but without otherwise prejudicing the general powers conferred upon Directors by Pennsylvania's Nonprofit Corporation Law, the Corporation's Board of Directors shall have the power:

- (a) to retain, invest and reinvest the Corporation's assets in any form of real and/or personal property;
- (b) to compromise claims;
- (c) to hold reasonable amounts of cash uninvested in any



bank for such periods of time as the Board thinks reasonable for the efficient administration of the Corporate Purpose;

- (d) to engage investment advisory services, trust services, brokerage services, accounting services, and other professional services and to pay for the costs of such services from the Corporation's assets;
- (e) to appoint (and at their discretion remove or suspend) such subordinate agents, permanently or temporarily, as the Board sees fit; and
- (f) to determine who shall be authorized, on the Corporation's behalf, to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other documents.

## **ARTICLE VII Officers**

7.1 The President shall preside at all meetings of the Members and Directors; he shall have general and active management of the business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect; and shall execute contracts when authorized by the Board.

7.2 The Secretary shall keep full minutes of all meetings of

the Members and Directors: he shall be ex officio Secretary of the Board; he shall attend all sessions of the Board, shall act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall give, or cause to be given, notices of all meetings of the Members and Directors, and shall perform such other duties as may be prescribed by the Board or President under whose supervision he shall be. Copies of all minutes shall be provided to Borough Council at the same time as they are provided to the Directors of this Corporation.

7.3 The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors. The Treasurer shall also be responsible for: (a) all disbursements of funds as may be ordered by the Board; and (b) the rendering to the Directors, at each regular meeting of the Board, or whenever they may request it, of a full account of all his or her transactions as Treasurer and of the financial condition of the Corporation. All checks and other instruments for the expenditure and/or transfer of the Corporation's funds shall require the signatures of at least two Directors. Treasurer's reports shall be prepared and submitted to all of the Corporation's Directors at least quarter-annually. Copies of all such Treasurer reports shall be provided to Borough Council

at the same time. An audit of the Corporation's financial records shall be conducted at the end of each fiscal year; it's anticipated (but not required) that such audit will be conducted by the same accounting firm auditing New Britain Borough.

7.4 If the office of President, Secretary or Treasurer becomes vacant, the Directors, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term.

7.5 Any Director or Officer may resign his office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

#### **ARTICLE VIII Disbursement of Funds for the Corporate Purpose**

8.1 The Corporation shall (a) open such bank and investment accounts as its Board of Directors thinks appropriate in consultation with Borough Council or Council's representatives; (b) hold and manage in such accounts all contributions it obtains for the Corporate Purpose; and (c) account for those contributions which by distinguishing among those which are unrestricted and those which are restricted for particular uses within the New Britain Park system.

8.2 All expenditures for the Corporate Purpose shall require the approval of Borough Council. The Board of Directors, in consultation with Borough Council, will develop budgets and procedures for periodically obtaining such approval.

8.3 All distributions of funds authorized by the Board for the Corporate Purpose shall not become final unless and until the approval of Borough Council is also obtained. In making distributions, the Board shall see to it that the wishes of all donors are strictly observed.

**ARTICLE IX**  
**Liability and Indemnification of**  
**Officers and Directors**

9.1 Each Officer and Director, past, present and future, shall be indemnified by the Corporation against any expenses actually and necessarily incurred by him or her (including attorney's fees) in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being, or having been, an Officer or Director, except only in relation to matters as to which he or she shall ultimately be adjudged, in such action, suit, or proceeding, to be liable under paragraph 9.2. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other agreement, vote of Members, or otherwise.

9.2 No Director or Officer of the Corporation shall be personally

liable to the Corporation, to any other Member, to New Britain Borough, or to anyone else, for monetary damages for any action taken, or any failure to take any action, unless: (a) the Officer or Director has breached or failed to perform the duties of his office as set forth in 15 Pa.C.S. 511 relating to standard of care and justifiable reliance; and (b) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. These provisions, however, shall not apply to the responsibility or liability of an Officer or Director pursuant to any criminal statute.

#### **ARTICLE X By-Law Amendments**

10.1 The Board of Directors, by affirmative vote of two-thirds of the Directors, may alter or amend these By-Laws at any regular meeting of the Board or any special meeting of the Board, provided (a) that advance notice of the proposed alteration or amendment has been given to each Director and also to Borough Council; (b) that Borough Council approves such amendment, and (c) that such Amendment in no way disqualifies the Corporation as a Supporting Organization under Section 509(a)(3) of the Internal Revenue Code.

