

BYLAWS

OF

Dillsburg Arts and Revitalization Council

ARTICLE ONE.

OFFICES

The principal office of the Dillsburg Arts and Revitalization Council (the "Corporation") shall be in the Commonwealth of Pennsylvania. The Corporation shall have and continuously maintain a registered office in the Commonwealth of Pennsylvania as required by the Pennsylvania Nonprofit Corporation Law of 1988, as amended. The Corporation may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Directors of the Corporation (hereinafter sometimes the " Board") may determine or as the affairs of the Corporation may require from time to time.

ARTICLE TWO.

PURPOSES

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation. The Corporation is organized to meet the requirements of a nonprofit tax exempt organization, as defined by the United States Internal Revenue Code, and the regulations thereto.

ARTICLE THREE.

MEMBERSHIP .

The Corporation shall have no members and is not a "Membership corporation" as that term is defined by the Pennsylvania Nonprofit Corporation Law of 1988, as amended. Therefore, the Corporation shall have no members with voting rights and shall have no "members" within the meaning of, or for purposes of, the Pennsylvania Nonprofit Corporation Law of 1988, as amended. However, the Corporation may have non-voting members at the discretion of the Board of Directors.

Should the Board of Directors, by duly enacted resolution, authorize a non-voting membership of the Corporation, membership levels will be set at the sole discretion of the Board of Directors; but should primarily include opportunities for individuals and families in Dillsburg, York County, Pennsylvania, and surrounding areas. Dues shall be established by the Board of Directors from time to time, in such amounts and due at such times as the Board may in its sole discretion determine. The Board of Directors may establish a special dues rate for those individuals eighteen (18) years of age or younger, or those individuals sixty-five (65) years of age or older. The Board of Directors may create a Membership Committee pursuant to Article VI of these Bylaws, and such Membership Committee, if created, shall maintain the membership list and be responsible for the distribution of membership cards. The Membership Committee, if any, shall have a chairperson, the Membership Chairman, and dues set by the Board shall be paid to the Membership Chairman of the Corporation.

Regular meetings of the members shall be held monthly, immediately following the regular meeting- of the Board of Directors, provided that the Board may provide a different schedule for monthly member meetings and/or change the day or time of any particular member meeting. At such member meetings members shall have an opportunity to meet with the Board of Directors and comment upon Corporation activities. The Board, in its sole discretion, may cancel any regular meeting of the members if circumstances warrant cancellation. Unless otherwise provided in a notice provided by the Board, cancellation of a regular Board meeting for a particular month shall constitute cancellation of the member meeting for such month. The Board may call special meetings of the members as the Board deems appropriate to discuss Corporation activities and/or issues. Notice of special meetings of the members called by the Board shall be given at least 24 hours in advance of the meeting, by any reasonable means, including, but not limited to, electronic mail, United States regular mail, courier service or facsimile. Notice of a member meeting need not contain the purpose of the meeting.

ARTICLE FOUR.

BOARD OF DIRECTORS

1. General powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws. Directors need not be residents of the Commonwealth of Pennsylvania.
2. Number, tenure and qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals elected at the organizational meeting of the incorporators of the Corporation. Thereafter, **the Board of Directors of the Corporation shall be comprised of no less than five (5) nor more than nine (9) individuals (this number is inclusive of the Monaghan Directors) and the members of the Board of Directors shall serve for a term of three (3) calendar years. *The members of the Board of Directors (other than the Monaghan Directors) shall be elected by the Directors at the annual meeting of the Board of Directors. Each Director will hold office until the next annual meeting of the Board of Directors and until his or her successor has been elected and qualified. All Directors shall be able to succeed themselves, but no Director may serve more than six (6) years. In special circumstances, the Board of Directors may extend by resolution the service of a Director more than six (6) years, but no Director may never serve more than twelve (12) consecutive years. In setting the terms of Directors, the Board of Directors shall attempt to avoid excessive numbers of Directors ending their terms in the same calendar year.***
3. Monaghan Directors. Two (2) of the Board of Directors of the Corporation shall be appointed by the Monaghan Presbyterian Church (U.S.A.) and its successors (the " Church"), and shall not be elected by the Directors at the annual meeting of the Board of Directors. One of the Monaghan Directors shall be appointed by the Church and shall be a member of the Church's session. The other Monaghan Director shall be appointed by the Church and shall be a member of the Church's Historic Monaghan Cemetery and Memorial Garden Committee, or its successor(s). The Monaghan Directors shall serve at the pleasure of the Church but may resign or be removed as set forth in Article Four, paragraphs 4 and 5 below. Should there be a vacancy in one of the Monaghan Directorships, it shall be the duty of the Church to appoint a successor(s) to fill such Directorship(s), and any such vacant seat on the Board shall remain vacant until an appointment shall be made by the Church. The Monaghan Directors shall be subject to the same term limits as any other Director, as set forth in Article Four, paragraph 2 above.

4. Resignation. Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

5. Removal. Any Director may be removed from such office, with or without cause, by a majority vote of the Directors at any regular or special meeting of the Board called expressly for that purpose.

6. Vacancies. Vacancies shall be filled by a majority vote of the remaining members of the Board of Directors for the unexpired term. The term of any person elected to fill a vacancy shall begin on the first day following the vote and end on the last day of the term of the person whom he or she succeeded in office.

7. Regular meetings. The Board of Directors shall meet each month, and at least twelve (12) times per year, at a regular time and place to be determined by the Board. A regular annual meeting of the Board of Directors shall be held each year, at such time, day and place as shall be designated by the Board of Directors, and such annual meeting may take the substitute of a regularly scheduled monthly Board meeting.

8. Special meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Corporation or by a majority of the voting Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least five (5) days previous to the meeting and in the manner set forth in Article Ten. The purpose for which a special meeting is called may, but need not, be stated in the notice, unless otherwise required by these Bylaws. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting without objection to notice shall also constitute a waiver of notice.

10. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

11. Manner of acting; Except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

12. Unanimous Written Consent in Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the Directors in office at the time and shall be filed with the Secretary of the Corporation.

13. Compensation Directors as such will not receive any stated salaries for their services or for attendance at each regular or special meeting of the board; but nothing contained in these Bylaws will be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for that service.

14. Telephone Meeting. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall

be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE FIVE.

OFFICERS

1. Officers. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of President and Secretary. All officers elected by the Board shall be active Directors of the Corporation

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Motion- by Donna Barlup

Second- Brad Hakes

Approved X Not Approved _____

Date: September 20, 2017

2. Election and term of office. The officers of the Corporation shall be elected by the Directors at the annual meeting of the Board of Directors. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected and will have qualified.

3. Resignation. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately,

4. Removal. Any officer elected or appointed by the board of Directors may be removed from such office, with or without cause, by a majority vote of the Directors at any regular or special meeting of the Board, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

5. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term. -'

6. President. The President will be the principal executive officer of the Corporation and will in general supervise and control all the business and affairs of the Corporation. The President shall perform all duties incident to the office of the President as may be prescribed by the Board of Directors. The President will preside at all meetings of the Board of Directors.

The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authority to execute, except in cases where their signing and execution is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation.

7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

8. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in appropriate banks, trust companies or other depositories and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

9. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

ARTICLE SIX.

COMMITTEES

1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors and other persons appointed by the President of the Corporation, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management and governance of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any Director or officer of the Corporation; amending the articles of incorporation, restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking such proceedings; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board of Directors or a Director by law.

2. Other committees and Task Forces. Other committees and task forces may be appointed in such manner as designated by the Board of Directors by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation shall appoint the members of the committee.

3. Any members may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

4. Term of office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved or terminated, or unless such member is removed from such committee, or unless such member ceases to qualify as a member of the committee.

5. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

6. Vacancies. Vacancies in the membership of any committee may be filled by the President.

7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

8. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE SEVEN.

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. Checks, drafts, and similar instruments. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE EIGHT.

BOOK AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE NINE.

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE TEN.

NOTICE

Whenever under the provisions of these Bylaws notice is required to be given to a Director, officer or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988; as amended, or under the provisions of the Articles of Incorporation or these Bylaws, a waiver of notice signed in writing by the person or persons entitled to such notice, whether before or after the time stated in the waiver, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN.

INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation may indemnify any Director or officer or any former Director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, officer or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own intentional or willful misconduct or gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such Director, officer or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any Director, officer or employee. However, such Director, officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any Director, officer, employee or other agent against any liability incurred by him or her which arises out of such person's status as a Director, officer, employee or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE TWELVE.

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least five (5) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting. The notice of the meeting shall set forth a summary of the proposed amendments. No bylaw shall be adopted, altered, amended or repealed in any manner which eliminates either or both of the seats of the Monaghan Directors on the Board of Directors of the Corporation, or their right to vote during meetings of the Board of Directors of the Corporation, except with the written consent of Monaghan Presbyterian Church (U.S.A.) or its successor(s).

ARTICLE THIRTEEN.

DEDICATION OF ASSETS TO EXEMPT PURPOSES

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 a Court of Competent Jurisdiction 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.


Bylaws adopted May 8, 2014

R. Jay Young II - President

Date: May 8, 2014

Tom Gruber, **Secretary**

Date: May 8, 2014

Handwritten signature of Ron Wenger in cursive script, reading "Ron Wenger - Treasurer".

Ron Wenger, Treasurer

Date: May 8, 2014