

**BY-LAWS OF RIDGWAY HERITAGE COUNCIL  
A PENNSYLVANIA NONPROFIT CORPORATION**

**ADOPTED SEPTEMBER 7, 1997  
REVISED JANUARY 4, 1998**

**ARTICLE I**

**Name and Principal Office of Corporation**

1.01 The name of this corporation shall be Ridgway Heritage Council, a Pennsylvania Nonprofit Corporation, hereinafter referred to as "the Corporation." The principal offices of the Corporation shall be determined from time to time by the Board of Directors.

**ARTICLE II**

**Purposes**

2.01 General Purposes: The Ridgway Heritage Council is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

2.02 Specific Purposes: The additional specific purposes for which this corporation is organized are to provide education to the general public and governing bodies on approaches to maintaining the viability of the town of Ridgway as a historic, cultural, and business community; and to receive, administer, and distribute funds in connection with any activities related to the above purposes; including but not limited to, the preservation, rehabilitation, and utilization of its historic buildings; the participation and cooperation of the leadership of its business, community, and governmental leaders; and, through ongoing and evolving community development planning together with such other proper and lawful purposes as authorized by the Pennsylvania Nonprofit Corporation Law of 1988, provided, however, that the corporation shall only engage in activities that are in the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

It is the intent of the corporation to qualify as a nonprofit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(3)(c) purposes. 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 any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(3)(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code)

Upon dissolution of this corporation, the residual assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(3)(c) 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.

### **ARTICLE III**

#### **Membership**

3.01 Members of the Corporation will consist only of the members of the Board of Directors, and will be responsible for administering the affairs of the Corporation.

3.02 Membership to the Board of Directors is free and open to any interested individual who supports the work of the Corporation, subject to the requirements of Article IV.

3.03 The Board of Directors should reflect as broad and diverse segment of the community as possible.

**ARTICLE IV**

**Board of Directors**

4.01 The initial Board of Directors of the Corporation shall be elected by the incorporators of the Corporation. The incorporators shall elect a minimum of eleven (11) and a maximum of nineteen (19) Directors who shall govern the Corporation. As the initial terms of the Board of Directors expire, subsequent Directors of the Corporation shall be elected by the members eligible to vote. The total number of Directors serving on the Board, for any given year, must be an odd number. The term of office for each Director shall be three(3) years commencing from January thirty-first (31) of each year, except that the term of office for the members of the initial Board of Directors shall be as follows:

- a. Six (6) shall be elected for a one (1) year period.
- b b. Six (6) shall be elected for a two (2) year period.
- c. Seven (7) shall be elected for a three (3) year period.

Thereafter six (6) or seven (7) of the Directors shall be elected at each annual meeting of the members. Nominations to the Board shall be made by the Nominations Committee appointed by the Board and shall be set forth in the notice of the annual meeting. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors in office may be re-elected for additional terms, although it is recommended that a Board member serve a maximum of two (2) consecutive terms.

4.02 Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitted written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds (2/3) of the Directors in office. Any member of the Board of Directors who is absent from two (2) consecutive regular meetings without cause for such absence may be removed as a member of the Board of Directors.

4.03 The Project Manager of the Corporation, if any, shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

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4.04 The Board of Directors of the Corporation may hold regular and special meetings. Regular meetings shall be held not less than twelve(12) times each year. Special meetings of the Board may be called by the President or by four(4) or more Directors. Written notice of the time, place, and agenda for the regular and special meetings shall be given to each Director either by personal delivery or by mail, or telephone at least five (5) days before the meeting. {The President and Secretary are responsible for making the required timely contact of all Board members prior to any regular or special meeting.}

4.05 At all meetings of the Board, a majority of the voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

4.06 Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the Minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

4.07 All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of the Corporation and with their responsibilities.

4.08 The immediate past president shall become an ex-officio member of the Board of Directors for a period of one year, if s/he is not already a member of the Board.

## **ARTICLE V**

### **Committees**

5.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate or appoint one or more standing committees, including without limitation, a nomination committee, each of which shall consist of one or more Directors, and which shall, to the extent provided in said regulation, have and exercise the authority of the Board of Directors and the management of the Corporation. All standing committees shall consist of not less than three(3) members, and shall have as a chairperson a member of the Board of Directors of the Corporation who shall be responsible for

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directing and coordinating the affairs of the Committee. Committee membership is open to any interested member of the general public. Other committees not having and exercising the authority of the Board of Directors and the management of the Corporation, may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

As with the other officers of the Corporation, the Chairperson of each standing committee will be nominated by the Nominating Committee, and voted into position by a majority of the members of the Board of Directors at the annual meeting. It is recommended that the Chairperson of each committee serve a maximum of two terms.

The Committees will each function within the constraints of their Board approved goals and objectives. All Committee projects and activities are subject to Board approval.

## ARTICLE VI

### Officers

6.01 The officers of the Corporation shall be elected annually by the Board and shall consist of a President, a Vice President, a Secretary, a Treasurer, and such officers and assistant officers as may be deemed necessary.

6.02 All officers shall be elected by a majority of the Board present in person.

6.03 Except as hereinafter provided, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership of the Board of Directors.

a. President: The President shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.

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b. Vice President: The Vice President shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.

c. Secretary: The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Corporation and shall mail copies of the Minutes of each Board meeting to all Directors within seven (7) days from the conclusion of each meeting. The Secretary shall also have such duties as may be assigned by the membership of the Board of Directors.

d. Treasurer: The Treasurer shall maintain in good order all financial records of the Corporation. The Treasurer shall also have such other duties as may be assigned by the membership of the Board of Directors.

e. Temporary Officers: In case of the absence or disability of any officer of the Corporation and of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

f. Project Manager: The Corporation may employ, at its sole discretion and option, a Project Manager of the Corporation who shall manage the daily operations of the Corporation. The Project Manager shall be responsible for coordinating the implementation of the Corporation's policies and projects and such other duties as the Board of Directors may require. The Project Manager shall receive for his or her services such compensation as may be determined by the Board of Directors.

## ARTICLE VII

### Finances

7.01 Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by no less than two (2) of the following officers: President, Vice President, Secretary, and Treasurer.

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

7.03 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

7.04 On or before December 1 of each year, the Board of Directors shall approve a corporation budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

## ARTICLE VIII

### General Provisions

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

8.02 Not later than three (3) months after the close of each fiscal year, the Corporation shall prepare:

a. A balance sheet in reasonable detail setting forth the financial condition of the Corporation at the close of the fiscal year.

b. A statement of the source and application of funds showing the results of the operation of the Corporation during the fiscal year.

## ARTICLE IX

### Amendments

9.01 The Board of Directors shall have the power to alter, amend, or repeal the By-Laws or adopt new By-Laws by a two-thirds (2/3) vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

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## ARTICLE X

### INDEMNIFICATION OF DIRECTORS

10.1 Limitation of Liability: No director, either individually or collectively, shall be personally liable for monetary damages for any action taken, or any failure to take any action, involving the Corporation, unless:

A) The director has breached or failed to perform the duties of his/her office as required under Section 8363 of the Judicial Code; and

B) The breach of failure to perform constitutes self-dealing, willful misconduct, or recklessness.

10.2 Indemnity: The Corporation shall indemnify and save harmless each director, officer, employee or agent from any and all claims, demands, suits, action, liabilities, expenses and costs arising from any action taken, or any failure to take any action, in performance of the duties required by the director, officer, employee, or agent under these By-Laws or applicable provisions of law, whether the same arises by way of a derivative action, a third party claim or in any other manner, unless a court of competent jurisdiction has determined that the act or failure to act giving rise to the claim constituted willful misconduct or recklessness.