

Downtown Kittanning, Inc.

BY-LAWS

ARTICLE I - NAME

The name of the corporation shall be Downtown Kittanning, Inc., a non-profit corporation registered in the State of Pennsylvania.

ARTICLE II - OFFICES

Section 2.1 Registered Offices

The registered office shall be located at 213 Market Street, Kittanning, Pennsylvania 16201.

Section 2.2 Other Locations

The corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE III - PURPOSES AND OBJECTIVES

Section 3.1 The corporation is organized to operate exclusively for community development purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and, more specifically:

1. To develop a decision making process to carry out the long-term goals for Kittanning and the surrounding area;
2. To preserve and develop the beauty of the borough;
3. To relieve poverty and combat unemployment;
4. To promote the historic preservation, protection and use of Kittanning's traditional downtown area, including the area's commercial enterprises and residences;
5. To disseminate information about and promote interest in the preservation, history, culture, architecture and public use of Kittanning's traditional downtown area.
6. To solicit, receive and administer funds for community development purposes and, to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other persons or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the by-laws of the corporation, or any laws applicable thereto.

7. The Corporation will promote special activities and retail promotions.
8. The Corporation will maintain the Christmas lights.
9. The Corporation will monitor traffic/parking patterns to allow for changes when it becomes possible.

Section 3.2 This corporation will have the purposes and powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation.

Section 3.3 The purposes for which the Corporation has been formed are as stated in the Articles of Incorporation, as the same may from time to time be amended.

ARTICLE IV - MEMBERSHIP

Section 4.1 Members

There shall be one class of members of the Corporation whose voting and other rights and interest shall be equal.

Section 4.2 Members

Any property owner, church or social, person, business or professional organization within Kittanning and the surrounding area, upon the pledge or payment of a ^{Dues}~~Contribution~~ to this corporation, the amount to be determined by the Board of Directors, shall become a member of said Corporation. Also, any elected or appointed official of the Kittanning Borough, County of Armstrong and the Armstrong County Chamber of Commerce will be invited to be members of said Corporation.

Section 4.3 Members

Each member in good standing shall be entitled to cast one vote for each membership.

Section 4.4 Members

Any member who is delinquent in the payment of membership dues, and after reasonable notice and request for payment, shall have their membership terminated when ~~six~~ ¹ months past the due date. _{AS OF 2-1-01}

ARTICLE V - MEETINGS OF MEMBERS

Section 5.1 Place

All meetings of the members shall be held at the registered office, or such other places, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time determine.

Section 5.2 Time

~~The meeting of the members shall be held in June each calendar year for the election of Directors at such place as the Board of Directors shall determine. If the annual meeting shall not be called and held within six (6) months after the designated time, any member may call such meeting at any time thereafter. Election for Directors shall be by show of hand.~~

Section 5.3 Notice

Notice of the annual meeting, specifying the place, date and hour of the annual meeting, shall be given by either written notice, or by publication in the local newspaper, at least thirty (30) days prior to the meeting.

Section 5.4 Special Meetings

Special meetings of the members, for any purpose or purposes, other than those regulated by statute, or by the Articles of Incorporation, may be called at any time by the President, Board of Directors, or ten (10) percent of the current members, upon written request delivered to the Secretary of the Corporation. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meetings, which shall be held not less than ten (10) nor more than sixty (60) days thereafter, as the Secretary may fix. If the Secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meetings may do so.

Section 5.5 Notice

Written notice of any special meeting of members, stating the place, date and hour, and the general nature of the business to be transacted thereof, shall be given by either written notice, or by publication in the local newspaper, at least five (5) days before such meeting.

Section 5.6 Business

Business transacted at all special meetings shall be confined to the business stated in the call.

Section 5.7 Quorum

The number of members entitled to vote, present in person, at all meetings of the members for the transaction of business will constitute a quorum.

Section 5.8 Voting

The vote of the majority of the members having voting power, present in person, shall decide any question brought before such meeting. At any member meeting, every member present shall have one (1) vote, only.

Section 5.9 Procedure

The Directors shall provide a fair and reasonable procedure for the nomination of candidates for Director. Only candidates nominated in accordance therewith, shall be eligible for election as a Director.

ARTICLE VI - DIRECTORS

Section 6.1 Number

The number of Directors which shall constitute the whole Board of Directors shall be fifteen (15). In addition to the elected Board of Directors there will be three appointees, who shall be required to pay dues if determined by the Board of Directors and have voting privileges of one vote per appointed classification as follows:

- (1) An appointee of the Kittanning Borough Council;
- (2) President of Armstrong County Chamber of Commerce, or a designated representative;
- (3) An appointee of the Armstrong County Commissioner's Office, or a designated representative.

The fifteen (15) members to be elected by the membership of the Corporation, shall be selected in the following manner:

At a meeting held for the adoption of these By-Laws, five (5) Directors are to be elected for a term of three (3) years; five (5) members for a term of two (2) years, and five (5) members for a term of one (1) year. Thereafter, at each Annual Meeting, five (5) members will be elected for a term of three (3) years.

Section 6.2 Vacancies

The Board may declare vacant the seat of any Director of the Board who is absent from three (3) consecutive regular monthly meetings without furnishing a satisfactory explanation to the Board. All vacancies on the Board of Directors shall be filled by the Board until the annual election, at which time a Director shall be elected by the Corporation for the unexpired term.

Section 6.3 Duties

The business and affairs of the Corporation shall be managed by a Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation, or by these By-Laws, directed or required to be exercised and done by the members.

Section 6.4 Meetings

The meetings of the Board of Directors may be held at such place within the Commonwealth of Pennsylvania or elsewhere as the majority of the Directors may from time to time decide, or as may be designated in the notice calling the meeting.

Section 6.5 First Meeting

Except as otherwise provided for by statute for the organizational meeting of initial Directors named in the Article of Incorporation, the first meeting of each newly elected Board may be held at the same place immediately after the meeting at which such Directors were elected, and no notice need be given to the newly elected Directors in order legally to constitute the meeting; or may convene at such time and place as may be fixed by the consent of the Directors.

Section 6.6 Regular Meetings

Regular meetings of the Board may be held at such time and place as shall be determined from time to time by resolution of at least a majority of the Board at a duly convened meeting. Notice of each regular meeting of the board shall specify the date, place and hour of the meeting, and shall be given each Director at least three (3) days before the meeting either personally, or by mail, fax, or telephone.

Section 6.7 Special Meetings

Special meetings of the Board may be called by the President on twenty-four (24) hour notice to each Director, either personally or by mail, fax or telephone. Special meetings may also be called by the President or Secretary in like manner and on like notice, on the written request of two (2) Directors. Notice of each special meeting of the Board shall specify the date, place and hour of the meeting. The notice need not state the general nature of the business to be conducted at such special meeting.

Section 6.8 Quorum

At all meetings of the Board, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 6.9 Annual Report

The Board of Directors, through its Secretary, shall submit in writing at the Annual Meeting of the Corporation, a report of the state of the Corporation during the past year.

ARTICLE VII - OFFICERS

Section 7.1 Officers

The officers of the Corporation shall be chosen from the Board of Directors, and by the Board of Directors, and shall be President, Vice President, Secretary and Treasurer.

Section 7.2 Election of Officers

Election of officers shall occur at the first regular meeting of the Board of Directors, ^{AT} ~~following~~ the Annual Meeting of the Corporation. They shall hold office for a term of one (1) year, and until their successors are chosen and have qualified.

Section 7.3 Term - Removal - Vacancy

Any officer may be removed by the Board of Directors, by majority vote, whenever, in its judgment, the best interest of the Corporation shall be thereby served. If the office of any officer becomes vacant for any reason, the unexpired term shall be filled by the Board of Directors.

Section 7.4 Assistant Officers

Assistant officers may be appointed by the Board as they deem necessary, and need not be members of the Board.

Section 7.5 President

The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the members and Directors; shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute bonds, mortgages, and other contracts under the seal of the Corporation.

Section 7.6 Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe or the President may delegate.

Section 7.7 Secretary

The Secretary shall attend all sessions of the Board, Executive Committee and all meetings of the members, and record all the votes of the Corporation and the minutes of all the transactions in the book to be kept for that purpose, and shall perform other duties of the Board of Directors when requested. The Secretary shall give, or cause to be given, notice of all meetings of the members; and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. Any Board Member can aid and assist the Secretary in his/her duties. The Secretary shall keep in safe custody, the Corporate Seal of the Corporation, and, when authorized by the Board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by the Secretary's signature or by the signature of the Treasurer.

At the expiration of the term of office, the Secretary shall deliver to the Board of Directors all books, papers, and property of every kind belonging to the Corporation.

Section 7.8 Treasurer

The Treasurer shall have the custody of the Corporate funds and shall keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation, and shall deposit all monies and valuable effects in the name and to the credit of the Corporation, and such depositories as shall be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, to keep proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, a written account of all the transactions as Treasurer, of the financial condition of the Corporation.

At the expiration of the term of office, the Treasurer shall deliver to the Board of Directors all books, papers and property of every kind and description belonging to the Corporation.

ARTICLE VIII - COMMITTEES

8.1 Committees

The Board of Directors may, by resolution, adopted by the majority of the whole Board, designate one (1) or more committees, each committee to consist of one (1) or more of the Directors of the Corporation. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Said committee to make recommendations to the Board of Directors who shall act upon said recommendation.

Members of any committee shall be those designated by the President of the Corporation.

The number of persons comprising a committee shall be established by the President of the Corporation.

It shall be the duty of committees to investigate and make recommendation. Such recommendations shall be made in writing, when appropriate, to the Board of Directors.

The President shall be an ex-officio member of all committees unless otherwise ordered.

Section 8.2 Executive Committee

There shall be an Executive Committee consisting of the Officers of the Corporation elected at the annual meeting which shall act for the Board of Directors in the interim between meetings of the Board. This committee shall transmit at the regular meetings of the Directors, reports of its proceedings for confirmation. It may refer communications directly to the committees already appointed, without submission to the Board. A majority of its membership shall constitute a quorum at any regular or special meeting of the Executive Committee.

ARTICLE IX - VOTING

Section 9.1 Eligibility

All members in good standing are eligible to vote at all meetings of the members.

ARTICLE X - GENERAL PROVISIONS

Section 10.1 Financial Report

The Directors of the Corporation shall present annually to the members a report, the contents of which are prescribed in Section 755 of the Pennsylvania Nonprofit Corporation Law, a copy of which report shall be filed with the minutes of the annual meeting of the members.

Section 10.2 Checks and Notes

All checks or demands for money and notes of the Corporation shall be countersigned by two officers of the Board of Directors. They shall give such bond for the performance of the duties as the Board of Directors may require, the cost of same to be paid by the Corporation.

Section 10.3 Fiscal Year

The fiscal year of the Corporation shall be from ^{Jan} July through ^{Dec} June.

Section 10.4 Corporate Seal

The Corporate seal shall have inscribed thereon the name of the Corporation, the year of its origination and the words "Corporate Seal, Pennsylvania." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 10.5 Order of Business

At all meetings of the Board of Directors and of the Corporation, the order of business shall be as follows:

1. Call to Order
2. Visitors and/or Guests (if any)
3. Approval of minutes of last regular meeting and/or any special meetings
4. Treasurer's Report
5. Correspondence
6. Membership Report
7. Report of the Executive Committee (if any)
8. Report of the Board of Directors (if any)
9. Promotions
10. Projects
11. Committee Reports
12. Old business
13. New business
14. Other
15. Adjournment

Section 10.6 Change of Order

The regular order of business may at any meeting be temporarily suspended by a majority vote of the members present.

Section 10.7 Roberts' Rules of Order

In all cases involving points of parliamentary law not provided for by the By-Laws, "Roberts' Rules of Order" shall be accepted as authority.

Section 10.8 Miscellaneous

Any new Article adopted by the Corporation which cannot be classified into an appropriate article already contained in these By-Laws shall be classified and listed in this Article.

ARTICLE XI - INDEMNIFICATION AND LIABILITY OF DIRECTORS AND OFFICERS

Section 11.1 Personal Liability of Directors.

A director of the corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action, as a director except to the extent that by law (including the Directors' Liability Act, 42 Pa. C.S. 8361 et. seq.) a director's liability for monetary damages may not be limited.

Section 11.2 Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including actions by or in the right of the corporation, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving while a director or officer of the corporation at the request of the corporation as a director, officer, employee, agent, or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permissible under Pennsylvania Law.

Section 11.3 Advancement of Expenses.

Reasonable expenses incurred by an officer or director of the corporation in defending a civil or criminal action, suit or proceeding described in Section 2 shall 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 such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation.

Section 11.4 Other Rights.

The indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive or any other rights to which those seeking indemnification or advancement of expense may be entitled under the Corporation's Articles of Incorporation, any insurance or other agreement, vote of members or directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 11.5 Insurance.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, association or partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these by-laws.

Section 11.6 Security Fund, Indemnity Agreements.

By action of the Board of Directors (notwithstanding their interest in the transaction) the Corporation may create and fund a trust fund or fund of any nature and may enter into agreements with its officers and directors, for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in this Article.

Section 11.7 Modification.

The duties of the Corporation to indemnify and to advance expenses to a director or officer provided in this Article shall be in the nature of a contract between the Corporation and each such director or officer, and no amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created pursuant to Section 6 shall alter, to the detriment of such director or officer the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place to such amendment, repeal or termination.

ARTICLE XII - AMENDMENTS

Section 12.1 Amendments

The By-Laws may be altered, amended or repealed by a majority vote of the members entitled to vote thereon, at any regular or special meeting duly convened, after notice to the members of that purpose, or by a majority vote of the members and Board of Directors at any regular or special meeting duly convened, and except on certain subjects, committed exclusively to the members as described in Section 7504 (b) of the Pennsylvania Nonprofit Corporation Law of 1972.

· If it is proposed the By-Laws be amended, such notice of amendment shall contain the Section or Sections of the By-Laws proposed to be amended and the proposed amendment to be offered.
