

Bylaws for Main Street Mount Joy

(revised May 27, 2021)

ARTICLE 1

Name and Principal Office of Corporation

Section 1. The name of this corporation shall be the Main Street Main Street Program (hereinafter referred to as "The Program"). The principal offices shall be determined from time to time by the Board of Directors of the Program.

The Program was incorporated on June 30, 2003 as a non-membership corporation.

ARTICLE 2

Purpose

Section 1. The purposes for which this corporation is organized are to stimulate business district revitalization in Mount Joy, PA through organization (encouraging cooperation and building leadership in the business community); promotion (creating a positive image for downtown by promoting the downtown as an exciting place to live, shop and invest); design (improving the appearance of the downtown); and to receive, administer and distribute funds in connection with any activities related to the above purposes; provided, however, that the Program 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. No part of the net earnings of the Program shall inure to the benefit of any of its members or any other individual; and the Program shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 2. It is the intent of the Program to qualify as a nonprofit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the Program shall inure to the benefit of any of its members or any other individual; and the Program shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 3. Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to a private, nonprofit corporation, which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation may be designated prior to dissolution.

ARTICLE 3

Program Area

Section 1. The Program Area shall be that geographic area indicated on the attached map [Exhibit A].

ARTICLE 4

Board of Directors

Section 1. The Program shall be governed by a Board of not more than nine (9) Directors eligible to vote.

The term of office for each Director shall be three (3) years. Each Director acts as an unpaid volunteer.

Thereafter, three (3) of the Directors shall be elected as determined by the Board of Directors. 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 reelected for consecutive terms.

Section 2. 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 submitting 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 of the Directors in office.

Section 3. The Executive Director of the Program shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

Section 4. The Board of Directors of the Program may hold regular and special meetings. Regular meetings shall be held not less than four (4) times each year. Special meetings of the Board may be called by the President or by four or more Directors. Written or email notice of the time, place and agenda for both regular and special meetings shall be given to each Director at least two (2) days before the meeting.

Section 5. 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.

Section 6. 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 (email), 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.

ARTICLE 5

Committees

Section 1. This Program may have up to five (5) standing committees, which shall be entitled Promotion, Design, Economic Restructuring, Organization, and Nominations. The Promotion, Design, Organization and Economic Restructuring committees shall consist of not less than five (5) members, and shall have representation on the Board of Directors of the Program who shall be responsible for directing and coordinating the affairs of the committee. In the event the chairperson is not a board member, a board member should serve on the committee. The Nominations Committee shall consist of not less than three (3) members, and shall have as chairperson a member of the Board of Directors of the Program who shall be responsible for directing and coordinating the affairs of the committee.

Section 2. The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the above-named standing committees, including, without limitation, an Executive Committee, composed of the four officers, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the Program. Other committees not having and

exercising the authority of the Board of Directors in the management of the Program 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.

ARTICLE 6

Officers

Section 1. The officers of the Program shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary. Officers shall be elected as determined by the Board of Directors. The person then serving as President shall automatically become Immediate Past President upon election of a new President.

Section 2. Except as hereinafter provided, the officers of the Program 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 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.

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 Program, and shall mail copies of the Minutes of each membership meeting to all members within 60 days from the conclusion of each meeting. The Secretary shall also have such other duties as may be assigned by the membership or the Board of Directors.

D. *Treasurer.* The Treasurer shall maintain in good order all financial records of the Program. The Treasurer shall also have such other duties as may be assigned by the membership or the Board of

Directors.

E. *Immediate Past President.* The Immediate Past President shall serve as an ex officio member of the Board of Directors and shall act in an advisory capacity to the President and Board of Directors.

F. *Temporary Officers.* In case of the absence or disability of any officer of the Program 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.

ARTICLE 7

Executive Director

Section 1. The Executive Director of the Program shall manage the daily operations of the Program. The Executive Director shall be responsible for coordinating the implementation of the Program's policies and projects and such other duties as the Board of Directors may require. The Executive Director shall receive for his or her services such compensation as may be determined by the Board of Directors.

ARTICLE 8

Finances

Section 1. 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 Program by two (2) members of the Board of Directors.

Section 2. All funds of the Program shall be deposited to the credit of the Program in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3. The Board of Directors may accept on behalf of the Program any contribution, gift, bequest or device for the general purposes or for any special purpose of the Program.

Section 4. The Board shall approve a Program budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Section 5. The fiscal year of the Program shall begin on the first day of January and end on the last day of December in each year. A financial audit will be performed each year. (how?)

ARTICLE 9

Amendments

Section 1. The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds 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 Program's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

Exhibit A

Main Street Mount Joy Program Area

