



BYLAWS

FOR THE

PENNSYLVANIA

RECREATION VEHICLE

AND CAMPING ASSOCIATION

Amended September 11, 2018

BY LAWS

OF THE

PENNSYLVANIA RECREATION VEHICLE AND CAMPING

ASSOCIATION

Adopted in accordance with the Plan of Division October 1, 1998

Amended June 30, 2000

Amended April 19, 2002

Amended August 18, 2015

Amended September 11, 2018

ARTICLE I

NAME AND REGISTERED OFFICE

Section 1. The name of the non-profit corporation shall be the "Pennsylvania Recreation Vehicle and Camping Association". The registered office of the corporation shall be located in Hampden Township, Cumberland County Pennsylvania, unless hereafter changed by a majority vote of the Board of Directors.

Section 2. The symbolic abbreviation of the Association shall be: "PRVCA".

ARTICLE II

NATURE AND PURPOSE

Section 1. The Association does not contemplate pecuniary gain or profit, incidental or otherwise, to its members, and no part of the net earnings of the Association shall inure to the benefit of any member or individual.

Section 2. The Association shall have no capital stock; the revenue of the Association shall be derived from such dues and other sources as may be determined from time to time by the Board of Directors.

Section 3. The purposes and objectives for which the Association is formed are as follows:

- (a) To unite those engaged in the recognized branches of the recreation vehicle, and recreation park model trailer industries, including by not limited to, dealers/retailers, campground owners, distributors, manufacturers, suppliers, banks, lenders, representatives of insurance and mortgage finance companies and convoy/transport companies, and to afford opportunities to members to associate and exchange views and to take such concerted action as may be desirable, looking to the betterment of conditions generally in trade and business, in the Commonwealth of Pennsylvania.
- (b) To enter, execute and enforce any contract agreement or transaction which it may believe to be for the benefit and best interests of its

members, and to engage in other related activities, such as the gathering and dissemination of statistics and information, that will promote and safeguard the recreation vehicle and recreation park trailer industries generally in the Commonwealth of Pennsylvania.

Section 4. For the purpose of these Bylaws, the following terms shall apply:

- (a) The term “recreation vehicles” shall include camping trailers, travel trailers, fifth wheel trailers (articulate trailers), truck campers, motor homes, vans and such other types as may hereafter be approved by the Board of Directors.
- (b) The term “recreation park trailers” shall include those trailers not built for permanent residency, but designed to provide temporary recreational, or camping use, and such other types as may hereafter be approved by the Board of Directors.
- (c) The term “conversion vehicle” is a truck or multipurpose passenger vehicle, as may hereafter be approved by the Board of Directors, produced by an alterer or final stage manufacturer that contains modifications to which at least one Federal Motor Vehicle Safety Standard (FMVSS) is applicable and is designed for the transportation of person(s) for recreation or travel. It is neither a motor home or bus nor sold for commercial purposes.
- (d) The term “Person” is an individual, partnership, corporation, association, or other entity.

Section 5. The foregoing terms shall be updated to current terminology when appropriate.

ARTICLE III

MEMBERSHIP

Section 1. Membership in the Association shall be limited to Persons actually engaged in one of the following defined activities, and directly or indirectly concerned with the recreation vehicle or recreational park trailer industries, or allied therewith:

- (a) “Dealer”
 - (1) “Rolling Stock: (RS)”, which shall mean a Person actively engaged in the sale of recreation vehicles or recreational park trailers at the retail level, and operating a place of business continuously throughout the

twelve months of the year, and maintaining a display area with units on display for retail sales, and being registered with and/or franchised by a manufacturer of recreation vehicles or recreational park trailers, or conversion vehicles, and is licensed by the Commonwealth or any other state if so required.

- (2) "Rental "R", which shall mean a Person which engages in recreation vehicle or recreational park trailer rentals as their primary business and whose entire retail unit sales are restricted to selling used units at retail from their rental fleet and is licensed by the Commonwealth or any other state if so required.
- (3) "AfterMarket (AM)", which shall mean a Person which sells recreation vehicle or recreational park trailer parts, accessories, or repair/service at retail, but is not registered with or does not hold a franchise with a manufacturer of recreation vehicles or recreational park trailers. An AfterMarket Dealer may also sell used units and is licensed by the Commonwealth or any other state is so required.
- (b) "Supplier/Distributor", which shall mean a Person actively engaged in the business of providing a product or service that supplies component part supplies or industry related services to the recreation vehicle or recreational park trailer industries.
- (c) "Campground/Resort", which shall mean a Person maintaining a tract of land for the purpose of providing spaces for parking of recreation vehicles and/or recreation park trailers for recreational use.
- (d) "Finance", which shall mean a Person that is actively engaged in the financing of recreation vehicles, recreational park trailers or other related business, and/or in the rendering of financial service to any segment of the recreation vehicle or recreational park trailer industries.
- (e) "Manufacturer", which shall mean a Person that is actively engaged in the manufacture of recreation vehicles, recreational park trailers, or conversion vehicles.
- (f) "Convoy/Transport Company", which shall mean a Person that is engaged in the business of transporting recreation vehicles or recreational park trailers for hire under certified authority as a common carrier or contract carrier.
- (g) "Service Provider", which shall mean a Person engaged in the business of providing support and ancillary service for the recreation vehicle and/or recreational park trailer customer. To be eligible for this membership category, the member must not be eligible for one of the other membership classifications.

- (h) “Insurance”, which shall mean a Person that is actively engaged in the insuring of recreation vehicles, recreational park trailers or other related business, and/or in the rendering of insurance service to any segment of the recreation vehicle, or recreational park trailer industries.
- (i) “Legacy Member”, which shall mean an individual who (1) was a member or an employee of a member within the previous five (5) years (for the purposes of this definition, the term “employee” shall include in the case of an Association member which is a sole proprietorship or partnership, the sole proprietor or a partner in the partnership), and (2) has applied for membership as a Legacy Member and been approved by the Board of Directors; provided, however, that the Board of Directors shall have the discretion to admit an individual as a Legacy Member who does not meet the aforementioned criteria.

Section 2. The membership of the Association may be divided into classes by the Board of Directors, which shall include, but not be limited to, various classes of members, and the annual dues for each class of membership shall be established and announced by the Board of Directors, subject only to modification by a majority of the members at the annual meeting of the Association.

Section 3. All applications for membership shall be written on a form prescribed by the Board, and shall be accepted or rejected in accordance with such instructions and declaration of policy as may from time to time be established and announced by the Board of Directors. Applications which are of doubtful acceptability shall be presented to the Board of Directors for specific action. If a member is an entity, the name of the person who will act as its executive representative in the affairs of the Association shall be designated in the application, which designation may be changed from time to time by further written notification to the Board.

Section 4. Membership in the Association shall not be transferable.

Section 5. Resignation from membership shall be submitted in writing to the Executive Director of the Association, and shall be effective upon receipt. Any dues which have been paid in advance by the resigning member shall not be refunded.

Section 6. If any member of the Association neglects to renew and/or pay their annual membership dues on or before the due date, or after proper notification from PRVCA of default, such membership shall terminate.

Section 7. Any member may also become a member of any related association or organization by paying a sum in addition to his, her or its regular dues which shall be established and announced by the Board of Directors.

Section 8. Any membership in the Association may be terminated for proper cause by a two-thirds (2/3) vote of the entire Board of Directors of the Association, provided that such action may only be taken after the member involved has been accorded full opportunity to appear at a hearing before the Board and be heard with respect to the charges being considered, and provided that such member shall be given at least ten (10) days written notice of such hearing. After termination of membership, any such member may be reinstated at the discretion of the Board, providing the causes for termination have been removed.

ARTICLE IV

MEETINGS OF THE MEMBERSHIP

Section 1. There shall be at least one (1) meeting of the membership of the Association in each calendar year, which shall be known as the Pennsylvania Recreation Vehicle and Camping Association Annual Meeting, and which may be held within or outside the Commonwealth of Pennsylvania, at the discretion of the Board of Directors, so long as adequate facilities are available in the location selected.

Section 2. The Annual Meeting of the Association shall be held as determined by the Board of Directors. At least fifteen (15) days' written notice of the time and place of the Annual Meeting shall be given to each member of the Association at the last address of which the Association has record.

Section 3. Additional meetings of the membership may be called by the Chairman of the Board, Executive Board, or Board of Directors at any time, and shall be called by the Chairman of the Board upon written request signed by ten (10) members in good standing. Fifteen (15) days' written notice of the time, place and purpose of any meeting shall be given to the members. Membership meetings may be held within or outside the Commonwealth of Pennsylvania, at the discretion of the Board of Directors, so long as adequate facilities are available at the location selected and the membership is notified as provided for in this section.

Section 4. Only one (1) vote may be cast on behalf of each member of the Association at any meeting of the members of the Association. Such vote shall be cast by the member, if an individual, or by the designated representative of the member, if an entity other than an individual. A vote by a majority of the members present or represented at any such meeting at which a quorum is in attendance shall be sufficient for taking any action. Only those members who are in good standing shall be eligible to participate in the business of any meeting of the members.

Section 5. A quorum of the membership shall consist of fifteen (15) members of the Association in good standing.

Section 6. No member shall be permitted to vote by proxy at any meeting of the Association. However, this provision shall not interfere with, nor preclude the practice of a corporate member voting by its designated representative, who must be personally present to vote, in accordance with Article III, Section 3, above.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The business and affairs of the Association shall be managed by a Board comprised of not more than twenty (20) individuals, exclusive of Honorary Directors, who shall be known collectively as directors, and who shall each be members or employees of members of the Association in good standing. For the purposes of this Article V, the term "employee" shall include in the case of an Association member which is a sole proprietorship or partnership, the sole proprietor or a partner in the partnership. No member of the Association shall be represented by more than one employee on the Board, regardless of the Board position which the individual is filling. The Board shall consist of members in the following designated categories:

- (a) The Chairman and Vice-Chairman, who may be members of any membership class as described in Article III, Section 2 above.
- (b) The Secretary and the Treasurer of the Association, who may be members of any membership class as described in Article III, Section 2 above.
- (c) The immediate Past Chairman.
- (d) Five (5) Directors who shall be representatives of member Rolling Stock Dealers.
- (e) Two (2) Directors who shall be representatives of member Manufacturers of recreation vehicles.
- (f) One (1) Director who shall be a representative of a member Manufacturer of recreation park trailers.
- (g) One (1) Director who shall be a representative of a member Supplier/Distributor, Convoy/Transport, Service Provider, Insurance, Finance or other membership categories not represented.
- (h) One (1) Director who shall be a representative of a member Campgrounds/Resorts.
- (i) Four (4) at-large Directors, who may be members of any membership class as described in Article III, Section 2 above.
- (j) One Director who shall be the Show Committee Chairman.

Section 2. Director Constituencies; Terms.

- (a) The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected by the entire membership of the Association. The five Rolling Stock

Directors shall be elected by Rolling Stock members of the Association. Directors in categories (e) through (h) above shall be elected by members of the Association who are actively engaged in the business or businesses specified in the category description. The Directors in category (i) shall be elected by the entire membership of the Association. Members of the Association who pay annual dues and become members in more than one class of membership shall be permitted to vote for directors who are representatives of each such class of membership.

- (b) Members of the Board shall be elected as provided in Section 3(b), below. The Chairman, the Vice-Chairman, the Secretary, and the Treasurer shall each serve a term of two (2) years or until their successors are elected and qualified. The Secretary and the Treasurer shall be elected on alternate years from the Chairman and the ViceChairman. Other Directors shall serve for terms of two (2) years, or until their successors are elected and qualified, and their terms shall be staggered so that as nearly as practicable, one-half of the membership of the Board shall consist of the same persons in two (2) succeeding years. The two Directors who are representatives of member manufacturers of recreation vehicles (category (e) of Section 1 above) and the four (4) Directors who are at-large selections (category (i) of Section 1 above) shall be elected on alternate years. Terms of office shall commence and end at the Annual Meeting for the year in question. All Board members may succeed themselves except that Chairman of the Board, Vice-Chairman and Secretary shall only be eligible to serve in that elected position for a single term of two years or until their successor to that particular office position is elected and qualified. These officers may not succeed themselves in the same office but they may thereafter be elected to the same office provided that the election is not for consecutive terms.

Section 3. Nominations and elections:

- (a) The Executive Board shall nominate the officers and directors to be elected at each Annual Meeting; provided, however, that other candidates may be placed in nomination by a petition signed by five (5) members in good standing in their category or district as applicable. The nominating report of the Executive Board shall be published and mailed to the membership at least forty-five (45) days prior to the last day of the fiscal year/Annual Meeting (depending on the method of voting, as set forth in Section 3(b), below), and all nomination petitions shall be filed with the Executive Director no later than thirty-five (35) days prior to the last day of the fiscal year/Annual Meeting.
- (b) The election of officers and directors shall be conducted either by secret ballot at the Annual Meeting or by mail ballot prior to the last day of the fiscal

year. The Board of Directors shall designate the election procedure each year and notify the membership of same at least sixty (60) days before the last day of the fiscal year. The following procedures shall govern a mail ballot election:

- (1) The Executive Director shall mail a ballot, first class mail, postage pre-paid, to each member's current address, twenty (20) days before the last day of the fiscal year.
 - (2) The ballot shall contain a picture and brief biographical sketch of each candidate.
 - (3) Each membership shall be entitled to cast a single vote.
 - (4) The ballot shall be printed so as to enable the tabulating agency to verify receipt from an authorized member, but at the same time preserve anonymity to votes cast thereby. Further, the ballot shall be designed so as to facilitate postage-free mailing of the completed ballot by the member directly to the office of the Association's accounting firm.
 - (5) Said accounting firm shall be responsible for collection, sequestration, and tabulation of the ballots, and announcement of the election results at the Annual Meeting.
 - (6) Ballots shall not be counted which are received after midnight of the day preceding the last day of the fiscal year. To insure timely receipt, members may cause their sealed ballot to be hand delivered to the accounting firm office rather than posting them by mail.
- (c) When a vacancy occurs on the Board of Directors, the same may be filled for the unexpired term by a majority vote of the remaining members of the Board at the next Board Meeting following the occurrence of vacancy. When the Board establishes any new Directorship, same may be filled initially by the majority of the members of the Board, for the term to expire at the next Annual Meeting of the Association.
- (d) No member shall be nominated for the offices of Chairman of the Board, Vice-Chairman, Secretary, or Treasurer unless that member is or has been a member of the Board of Directors.
- (e) Resignation from the Board of Directors or from any office shall be submitted in writing to the Executive Director and shall be effective upon receipt.

Section 4. Any Director of the Association who has rendered distinguished or exceptional services to the Association may be elected by the Board of Directors as an Honorary Director of the Association, who may attend meetings of the Board and

participate in discussions, but shall have no voting privileges and shall not be counted when determining a quorum.

Section 5. The Directors of the Association shall draw no salaries, but shall be reimbursed for any expenses incurred in attending Director's meetings.

Section 6. A quorum shall consist of a majority of the members of the Board, provided that if all the Directors shall severally or collectively consent in writing to any action to be taken by the Board, such action shall be valid as though it had been authorized by a meeting of the Board of Directors.

Section 7. Meetings of the Board:

- (a) The Board of Directors shall hold an Organizational Meeting immediately after that session of the Annual Meeting of the membership at which Directors are elected, and it shall meet at such other times as may be designated by the Chairman.
- (b) A special meeting of the Board of Directors shall be called by the Chairman upon written request by at least three (3) members of the Board.
- (c) Any meeting of the Board may be held within or without the Commonwealth of Pennsylvania, as may be designated by the Chairman in the notice calling the meeting.
- (d) Notice of all meetings of the Board of Directors shall be given to each member of the Board either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission, or by e-mail or other electronic communication, to his or her postal address (or to his or her facsimile number or his or her address for e-mail or other electronic communications) appearing in the records of the Association at least five (5) days in advance of such meetings.
- (e) No member of the Board or Executive Board shall be permitted to vote by proxy at any meeting of the Board of Directors or Executive Board.
- (f) Use of conference telephone, the Internet or other similar electronic communications equipment shall be permitted at the discretion of the Board of Directors for any meeting of the Board or of a committee thereof and such use shall be deemed to be permitted unless and until the Board shall have taken affirmative action by majority vote of all directors to restrict such use. If permitted, any one or more directors or committee members may participate in a meeting of the Board of Directors or of a committee thereof by means of conference telephone, the Internet or similar electronic communications equipment by means of which all persons participating in the meeting can read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted, pose questions and make appropriate motions and comment on the

business of the meeting, and such participation shall constitute presence in person at the meeting.

Section 8. Any Director absent from three (3) consecutive regular and/or special meetings of the Board without just cause shall forfeit the directorship and a vacancy shall occur upon notification to the former director, by the Executive Director.

Section 9. Any Director who ceases to be active for a period of ninety (90) days in his/her Association membership classification as established pursuant to Article III, Section 2 or in the recreation vehicle industry shall forfeit his/her office. The Board shall have the right to compel the resignation of any Director with or without cause upon a vote of two-thirds of those Directors present at a regular or special meeting of the Board.

Section 10. The Board of Directors shall have all powers and authority normally vested in it by the laws applicable to the conduct of business by non-profit corporations and in addition thereto shall have the following specific powers and duties:

- (a) To buy, sell, lease, encumber, and improve real estate.
- (b) To retain, discharge, and establish the salary schedule for all employees of the Association, including the Executive Director.
- (c) To receive and disburse monies in the name of the Association, in order to accomplish all the purposes and objectives of the Association, and without prior approval of the membership.
- (d) To generally manage and transact the affairs of the Association in order to accomplish the objectives and purposes thereof.

ARTICLE VI

OFFICERS AND PROFESSIONAL STAFF

Section 1. The Officers of the Association shall be a Chairman of the Board, a Vice Chairman, a Secretary, and a Treasurer who shall be elected by the membership in the last quarter of the fiscal year or at the Annual Meeting of the Association. Such officers shall serve commencing with their election date, and until their successors are duly elected and qualified. The Board may also employ an Executive Director in accordance with Section 7, below. A Legacy Member is only eligible to serve as an officer of the Association during his/her first two years as a Legacy Member; provided, however that the Board in its sole discretion may permit a Legacy Member to serve additional two (2) year terms as an officer.

Section 2. The Chairman shall:

- (a) Preside at the meetings of the Association and the Board of Directors and of the Executive Board; shall appoint all committees, except

as herein otherwise provided, and shall be a member ex-officio, with no right to vote at Board or other meetings or on all Committees except when the vote determines the outcome. He shall also, at the Annual Meeting of the Association and at such other times as he may deem proper, communicate to the members or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of Chairman of the Board.

- (b) Appoint the members of the active standing Committees, and such other Committees or Task Forces as may be deemed necessary, with the advice and consent of the Board of Directors:
 - (1) Show
 - (2) Legislative
 - (3) Education/Membership
 - (4) Political Action

Section 3. The Vice-Chairman shall, in the absence or incapacity of the Chairman of the Board, perform all the powers and duties of the Chairman.

Section 4. The Secretary shall supervise the keeping of the minutes and records of meetings of the Board of Directors and all annual or special meetings of the Association and any other duties normally associated with such office.

Section 5. The Treasurer shall:

- (a) Maintain and account for all funds and securities of the Association, and place same in depositories designated by the Board of Directors.
- (b) Give bond in such sum and with such sureties as the Board of Directors shall require, at the expense of the Association.
- (c) On demand, account for and turn over all funds and property in his hands to the Board of Directors.
- (d) Render a statement of the condition of the finances of the Association at each meeting of the Board of Directors, if called upon to do so, and on request render a full financial report quarterly and at the Annual Meeting of the Association.
- (e) Under the direction of the Board of Directors, supervise the disbursement of funds of the Association by checks signed by any person or persons as may be authorized by the Board of Directors.

- (f) Insure that regular accounts of all Association funds and securities are maintained and submitted to the Board of Directors whenever required to do so.
- (g) Turn over all his books for annual audit by an independent accountant designated by the Board of Directors.

Section 6. The organizational structure of the officers, membership, and professional staff shall be as established by the Board of Directors, subject to further modification at the discretion of the Board. The creation and deletion of staff positions, and the assignment of duties to such positions shall be the continuing responsibility of the Board. A current organizational chart shall be maintained by the Executive Director.

Section 7. The Board of Directors may employ an Executive Director and such additional staff members as deemed necessary, under such terms and conditions as shall be mutually acceptable, who shall devote such time to work for the Association as the Board of Directors may from time to time determine. The authority and duties of the Executive Director shall be as set forth in the job description approved for the position by the Board.

Section 8. The Executive Board shall consist of the elected officers of the Association, the immediate Past Chairman of the board, the elected Recreation Vehicle Manufacturers Director, who is senior in uninterrupted terms on the Board, and the Show Committee Chairman. The Executive Board shall:

- (a) During the interim between the meetings of the Board of Directors, have and exercise all of the executive and supervisory powers of the Board, subject to its regulations and to such instructions as may from time to time be made and given by the Board.
- (b) Make recommendations to the Board of Directors of policies pertaining to the management and operation of the Association in such manner as to best effectuate and accomplish its purposes.
- (c) Coordinate the efforts of the standing Committees appointed by the Chairman of the Board, and in this connection assume general responsibility for planning the future of the Association.
- (d) Designate the times and places for the meetings of the Board of Directors, and of the membership.
- (e) Make recommendations to the Board of Directors of policies pertaining to the retention, supervision, compensation and dismissal of all personnel employed by the Association in executive, administrative, and clerical capacities, and shall act, subject to the approval of the Board, to

promulgate and effectuate these policies in the best interests of the Association.

- (f) Shall prepare and submit to the Board an annual budget for the Association, and shall make recommendations to the Board of policies pertaining to all fiscal matters of the Association.
- (g) Make recommendations to the Board of Directors for revision for the Association Bylaws, whenever the Executive Board deems necessary, or when requested to do so by an Officer, Director or other Committee of the Association and directed to do so by the Board.
- (h) Shall maintain a continuing file as to all members who are interested in and/or may be qualified for positions of responsibility in the Association, and, at least sixty (60) days prior to the end of the fiscal year/Annual Meeting, shall submit to the Chairman of the Board a slate of nominees for the offices that are to be filled at the ensuing election. Whenever practical, at least two (2) persons shall be nominated for each such office.
- (i) Shall make recommendations of policies pertaining to the long-range programs and objectives of the Association.

Section 9. Standing Committees:

- (a) Minutes of all Committee Meetings shall be maintained and disseminated to the members of the Committee and to the Board of Directors. Committee Chairmen shall meet with the Chairman of the Board as requested to establish a schedule of Committee Meetings for the ensuing year.
- (b) The RV Show Committee, which with the advice and consent of the Board, shall be responsible for the operation of the Recreation Vehicle Show sponsored by the Association.
- (c) The Legislative Committee shall make a continuing study of legislation pending in the General Assembly of the Commonwealth of Pennsylvania and the Congress of the United States which may affect the Association and/or its members, shall report to the Board and the membership regarding same as necessary, and shall take proper action to obtain disposition of such legislation by the deliberative body concerned in manner favorable to the purposes of the Association and its members.
- (d) The Education/Membership Committee shall be responsible for recommending and implementing educational presentations and other activities which expand and strengthen the membership of the Association.
- (e) Political Action Committee, which shall manage the affairs of the political action committee established by the Association.

ARTICLE VII

ORDER OF BUSINESS

Section 1. The order of business of all meetings of the Board of Directors, and of the membership, shall substantially be as follows:

- (a) Roll Call
- (b) Reading of minutes of previous meeting
- (c) Communications
- (d) Reports of Officers
- (e) Reports of Committees
- (f) Unfinished business
- (g) New Business
- (h) Election of Officers and Directors

Section 2. Roberts' Rules of Order, latest edition, shall govern the procedure for the conduct of all meetings and focus of the Board of Directors and of the members of the Association, so long as not inconsistent with these Bylaws.

Section 3. The Board of Directors is authorized to prescribe rules or procedures for conduct of meetings, so long as same are not inconsistent with Roberts' Rules of Order, latest edition.

ARTICLE VIII

MISCELLANEOUS

Section 1. The Board of Directors shall employ an independent accountant who shall prepare an annual summary of the Association's financial affairs and submit a report of same to the Board as soon as practicable after the close of the fiscal year. Said accountant shall perform an audit of the financial records of the Association whenever deemed necessary by the Board.

Section 2. The Association shall have a Corporate Seal, of which the Executive Director shall be the custodian. The Corporate Seal shall have inscribed thereon the name of the Association and the date of its incorporation. Said seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, or otherwise reproduced.

Section 3. The fiscal year of the Association shall commence on November 1 and end on the succeeding October 31 of each year.

Section 4. Any notice to be given under the Bylaws may be waived in writing, signed by the person or persons entitled to receive such notice whether it be before or after the time stated therein.

Section 5. The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of the Association, subject always to the power of the members to change such action by majority vote at any meeting of the members of the Association. This power of the Board of Directors shall be exercised by a vote of two-thirds of the members of the Board of Directors present and voting at any meeting of the Board duly convened after five (5) days written notice to the Directors of that purpose. The text of all changes in the Bylaws shall be mailed to all members in good standing by the Executive Director forthwith following the enactment thereof. Any addition, alteration, amendment or repeal of the Bylaws shall not be effective until thirty (30) days after the postmarked date of the mailing to the members.

Section 6. Dissolution:

- (a) This Association shall exist perpetually until dissolution and/or termination by statute, court order, or action of the members. Dissolution by action of the members may be accomplished by majority vote of the members present a duly constituted meeting, providing ten (10) days' written notice of such pending action has been given all members.
- (b) Upon dissolution, all assets of the Association shall be liquidated, all debts and obligations shall be paid, and all remaining funds shall be disbursed to one or more non-profit organization/s having purposes the same as or similar to the purposes of this Association, which organization/s shall be designated by two-thirds majority vote of the Board of Directors, and subject to approval of the majority of the membership. Under no circumstances shall any assets of the Association be disbursed to any of the members thereof.

Section 7. Indemnification:

Every individual who is or shall be or shall have been an officer, director, employee, agent or other representative of the Association, or a personal representative of any of the foregoing, shall be indemnified by the Association to the fullest extent allowed by law. The Association may purchase and maintain insurance on behalf of the foregoing individuals to the extent authorized by law.

Section 8. Liability of Directors:

No present or former member of the Board of Directors shall be personally liable to the Association or its members for monetary damages for or resulting from any act, or failure to act, unless the director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law. The foregoing limitation of liability shall be retroactive to January 27, 1987, and shall not be deemed exclusive of any provision limiting such liability

by any applicable statute now or hereafter enacted or any power which the Board of Directors now or hereafter may have to omit such liability.

No amendment to or repeal of this Bylaw shall have any effect on the personal liability for monetary damages of any director or former director of the Association for, or with respect to, any act or omission within the scope of this Bylaw and occurring prior to such amendment or repeal.

The limitation of liability set forth above shall not apply to (1) any breach of duty or failure to perform a duty which shall constitute self-dealing, willful misconduct or recklessness or (2) any responsibility of liability pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

If the Pennsylvania Consolidated Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Association, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes. Any repeal or modification of this section shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Association existing at the time of such repeal or modification.