

**BY-LAWS
OF
BRANDYWINE BATTLEFIELD PARK ASSOCIATES**
Originally drafted 5/79; amended 3/25/81, 6/2/94, 11/12/01, 6/13/02, 11/20/08, 01/21/16, 2/08/18

Preamble

We, Citizens of the Commonwealth of Pennsylvania, associate ourselves for the purpose:

To provide services in the matter of organizing and directing historical interpretive events or other programs on behalf of the Brandywine Battlefield Park in conjunction with, and subordinate to, the Pennsylvania Historical and Museum Commission (PHMC), and to assist in raising funds to support same; to assist in any other Park activities requested by PHMC under such terms as the PHMC may require and in general to promote the public interest in the Park and its activities. In the event that the corporation be dissolved, all assets of the corporation raised for the benefit of the Brandywine Battlefield or in connection with activities conducted on the premises will become property of the PHMC in accordance with Article 12 of the PHMC-Brandywine Battlefield Park Associates Agreement dated March 23, 2001.

Article I: Name, Registered Office, Incorporation of Statutory Law

- Section 1.** *Name.* This Association shall be named, known and styled as Brandywine Battlefield Park Associates.
- Section 2.** *Incorporation of Statutory Law.* Except as expressly modified in these By-Laws, this Association shall be governed by the provisions of the Non Profit Corporation Law of 1988, 15 PA C.S. 5101 et seq., as amended from time to time hereafter.
- Section 3.** *Location of Registered Office.* The registered office of the Association in the Commonwealth of Pennsylvania shall be at Brandywine Battlefield Park, U.S. Route 1, Chadds Ford, PA 19317-0202.

Article II: Membership

- Section 1.** Any person, partnership or corporation shall be eligible for membership with payment of annual dues of the Association. Any partnership or corporate member shall designate a member of said partnership or corporation who shall have the right to vote at any meeting of the Associates.
- Section 2.** Any member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of a majority of the general membership at a regular or special meeting provided that written notice of the intention to expel and reasons therefore have been provided to the member. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Notwithstanding the foregoing, if a member fails to pay the required dues after receiving thirty (30) days written notice from the Association that membership may be terminated as the result of non-payments, such member may be expelled by the Board without a hearing.

Article III: Dues

- Section 1.** The Board of Directors shall establish a schedule of the levels of membership and dues applicable for each. Such schedule shall become a part of each annual report. The different levels of membership carry no differential voting or other rights.

Article IV: Meetings

- Section 1.** A general membership meeting shall be held each year on a date determined by the Board of Directors.
- Section 2.** The Board of Directors shall meet on a regular basis with a minimum of six (6) meetings annually. The Board shall also meet at the call of the President.
- Section 3.** Special meetings of the general membership may be called by the President at such times as he/she may deem necessary; or upon the written request signed by five members of the Board of Directors; or upon written request signed by twenty members of this Association.
- Section 4.** Special meetings of the Board of Directors shall be called upon written request signed by three members of the Board of Directors.
- Section 5.** Each member and PHMC's Designee shall be entitled to at least two weeks advance notice of the annual meeting or of any special meeting of the membership and each Director and PHMC Designee shall receive at least one week notice of any regular or special meeting of the Board of Directors.
- Section 6.** The Board of Directors may designate an alternate place of meeting, providing, however, that notice thereof is given in accordance with Section 5 of this article.

Article V: Officers

- Section 1.** The Officers of this Association shall be the President, Vice President, Second Vice President, Secretary and Treasurer.
- Section 2.** All Officers shall be members of the Board of Directors.
- Section 3.** No person shall hold the office of President or Vice President for more than two successive two-year terms.
- Section 4.** No park employee shall be eligible to serve as an officer.

Article VI: Duties of Officers

- Section 1.** The President shall be the chief executive officer of this Association; he or she shall preside at all meetings of the members and Directors; he or she shall have general and active management of the business of this Association; he or she shall see that all orders and resolutions of the Board of Directors and membership are carried out; he or she shall execute all bonds, mortgages, and all contracts of this Association, affixing the corporate seal thereto; he or she shall have general superintendence and direction of all other officers of this Association and see that their duties are properly performed; he or she shall submit a report of the operations of the Association for the fiscal year to the Board of Directors and members at their annual meeting, and from time to time shall report to the Board of Directors all matters within his or her knowledge that may effect this Association; he or she shall be ex-officio a member of all standing committees and shall have the powers and duties and management usually vested in the office of President of a corporation; he or she shall appoint all committees, except as herein otherwise provided.
- Section 2.** The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter and shall have other duties as may be determined by the Board of Directors.
- Section 3.** The Second Vice President shall be vested with all the powers and shall perform all the duties of the Vice President during the absence of the latter and shall have other duties as may be determined by the Board of Directors.
- Section 4.** (a) The Secretary shall attend all sessions of the Board of Directors and all meetings of members and act as a clerk thereof; and shall record all votes and minutes of all proceedings in a book kept for that purpose; shall, when required, perform a like service for all standing committees; and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he or she shall be and he or she shall be the custodian of the corporate seal and all of the books and records of this Association except as may be otherwise provided.
- (b) The Secretary shall be responsible for sending notices of meetings and other communications relating to the business of the Associates.
- Section 5.** (a) The Treasurer, under the direction of the Board of Directors, shall have charge of the funds of this Association and shall deposit the same in the name of the Association as designated by the Board of Directors. The Treasurer shall be responsible for paying the vouchers or orders properly attested by the President and Secretary; and making a report of the finances of the Association at the annual meeting and other times so determined by the Board of Directors.
- (b) The Board of Directors may approve and appoint a bookkeeper to prepare reports and keep the financial records.
- Section 6.** All contracts shall be signed by any two of the **five** following-named officers: President, Vice President, **2nd Vice President**, Secretary, and Treasurer. All bonds, mortgages and contracts require prior affirmative action by the Board of Directors.

Article VII: Bonds

Section 1. The Board of Directors may require the Treasurer and such other officers or employees to be bonded as it shall deem necessary but the Association shall pay any premiums charged.

Article VIII: Board of Directors

Section 1. The Board of Directors shall be composed of not less than seven (7) nor more than eighteen (18) members elected by majority vote of the membership as hereinafter set forth. As the Designee of the PHMC, the Site Administrator will attend meetings of the Board of Directors. During the year the Board may fill any vacancy created on the Board to complete the duration of the term. In the event that the count of active board members drops below the required 7, an action plan to address vacant seats must be drafted within 30 days.

Section 2. (a) Any Director who fails to attend five regular meetings of the Board in the fiscal year may be deemed a member not in good standing and shall forfeit his right to continue as a Director in accordance with Article XIII, Section 2 of these By-Laws.

(b) After a Director has missed four meetings in a fiscal year, the President shall inquire as to the interest of the member in continuing to serve on the Board.

(c) If a situation should evolve that a Board member cannot attend multiple consecutively scheduled Board meetings because of illness or other hardship, the Board, by simple vote, can elect to place that member in "inactive status." Members in "inactive status" have no voting rights nor will they be included in the Board member roster for purposes of determining a quorum.

Section 3. (a) Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of all other Directors at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of a Director has been included in notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

(b) Any Director may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of the general membership present at any meeting of members. New Directors may be elected at the same meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 4. No park employee shall be eligible to serve as a Director.

Article IX: Duties and Powers of the Board of Directors

- Section 1.** The property, business and affairs of this Association shall be managed by the Board of Directors subject to the direction of the membership and the approval of the PHMC designee and, except as otherwise required by statute, these By-laws or a resolution duly authorized by the Board.
- Section 2.** In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by terms of the charter of this Association, and elsewhere in these By-laws, the following specific powers are expressly conferred on the Board of Directors:
- To purchase or otherwise acquire for the Associates any property, right or privilege which it is authorized to acquire at any such price or consideration, and upon such terms as they deem expedient; to determine who shall be authorized, on behalf of this Association, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments; to delegate any of the powers of the Board to any standing committee, or to any officer or agent of the Association, with such powers as the Board may seem fit to grant; generally to do all such lawful acts and things as are not bylaw or by charter, or by these By-Laws directed or required to be done by the members.*
- Section 3.** The Board of Directors in carrying out its duties hereunder, shall be guided by any action that shall have been taken by the general membership.
- Section 4.** *Limitation of Liability.* A Director of this organization shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Director has breached or failed to perform duties of his or her office under Section 8363 of the Pennsylvania Director's Liability Act, as from time to time amended, or any successor provision, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director for payment of taxes pursuant to any criminal statute or the liability of a Director for payment of taxes pursuant to local, State, or Federal law.
- Section 5.** *Indemnification and Payment of Expenses.* The Association shall indemnify any Officer or Director (or employee or agent designated by majority vote of the Board of Directors to the extent provided in such vote) who was or is a party or be made a party whether civil, criminal, administrative, or investigative (including derivative actions) by reasons of the fact that he or she is or was a Director of Officer (or employee or agent) of the Association or is or was serving at the request of the Association as Director, Officer, (or employee or agent) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including reasonable attorneys' fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Indemnification pursuant to this section shall not be made in any case where the act or failure to act giving rise to the claim for

indemnification is determined by a court to have constituted willful misconduct or recklessness. Expenses incurred by an Officer, Director, employee, or agent purportedly indemnified by this section in defending a civil or criminal action, suit or proceedings shall be paid by the Association in advance of the final disposition of such action, suit, or proceedings upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall, once granted, continue as to a person who has ceased to be a Director, officer, employee or agent of and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors is authorized to create a fund to secure or insure its indemnification obligations set forth hereunder.

Section 6. *Continuing Right to Indemnification.* The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director or employee or representative of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. *Other Rights.* This Article shall not be exclusive of any other right, which the Association may have to indemnify any person as a matter of law.

Article X: Nominations and Elections and Terms of Office

Section 1. Elections for members of the Board of Directors shall be held annually and elections for officers shall be held every two years, **or as applicable due to expiring Director terms.** Officers shall serve for their term and until their successors are elected and qualified.

Section 2. (a) A nominating committee appointed by the President, consisting of two members of the Board of Directors, at least one non-Board member from the general membership and the PHMC's Designee, shall nominate the Directors for filling any vacancy.

(b) Each director shall be **a person** who has attained 21 years of age, and need not reside in Pennsylvania.

(c) The general membership shall then hold elections and elect Directors **by majority vote.** Elections shall take place at the Annual member meeting, with notice of voting options to be distributed to all members at least 30 days in advance. If the Board wishes to expand between annual meetings, notice of voting options must also be distributed to general membership at least 30 days in advance. If members choose to abstain from voting, their vote will be assumed in support of the recommendation of the Board of Directors.

Section 3. (a) A nominating committee appointed by the President, consisting of three members of the Board of Directors and the PHMC's Designee shall nominate, from the Board, candidates for the offices set forth in Article V, Section 1.

(b) The Board of Directors shall hold elections and elect the officers.

(c) The election of the officers shall take place at the beginning of the first meeting after the annual membership meeting where the Board of Directors is elected.

- Section 4.** The terms of office for all of the officers shall be two years, commencing immediately upon election. In the event the officer's term on the board expires and he/she is not re-elected, the term of office will be modified to one year. If re-elected, the term will remain continuous.
- Section 5.** Each Director shall be elected for a term of three years commencing immediately upon election. No Director shall be elected for more than two successive terms. A vacancy of one full year is required before a departing Board member is eligible for continued service on the Board of Directors.
- Section 6.** In the event that the office of an officer shall become vacant, the remaining members of the Board of Directors shall appoint a member to fill the vacancy for the remainder of the term.
- Section 7.** In the event that a vacancy on the Board of Directors shall occur, the Board of Directors may elect a replacement to serve for the unexpired portion of the term.

Article XI: Quorum

- Section 1.** A quorum for the purpose of holding any meeting of the general membership shall be the same as a standard Board of Directors meeting plus the attendance of at least one member who is not an employee or a voting member of the Board.
- Section 2.** A quorum for the purpose of holding any meeting of the Board of Directors shall be a majority of the Board of Directors.
- Section 3.** The acts of a majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board, unless otherwise required by law or these By-Laws.
- Section 4.** Participation at a Board Meeting by teleconference will be considered present for purposes of a quorum and conducting official business of the Board, as long as the Board member remains on the call for the entire meeting, barring technical difficulties. A Board member can attend up to three (3) meetings per year via teleconference.

Article XII: Majority Vote

- Section 1.** A simple majority vote of those present shall be required to pass any motion at any meeting of the members or the Board of Directors.
- Section 2.** Only members current on their dues, as provided in Article III, Section 1, shall have the right to vote or to hold office.
- Section 3.** Every Director shall be entitled to one vote, in person.

Article XIII: Rights and Obligations of Members

- Section 1.** Every member in good standing shall have the right to vote at the general membership meetings. Every member in good standing may be elected to the Board of Directors, or as an officer, except as in Article VIII, Section 3, and Article V, Section 4.
- Section 2.** Any member not in good standing shall not have the right to vote, be a Board Director, or an officer.
- Section 3.** Any corporate partnership or non-profit or unincorporated Association member shall have the right to be represented at any membership meeting in the same manner as individual members.

Article XIV: Standing Committees

- Section 1.** There shall be an Executive Committee, which shall consist of the current officers (President, Vice President, 2nd Vice President, Secretary, Treasurer), the immediate past President (assuming board membership), and the PHMC's Designee. The Executive Committee shall have the power to make day to day administrative decisions in accordance with relevant policies and procedures.
- Section 2.** There shall also be such standing committees as from time to time shall be determined by the Board of Directors. Committees may include employees, general members, and non-members if applicable.
- Section 3.** Each standing committee shall meet regularly and at such other times at the discretion of the Committee, and as set forth in Section 10, paragraph (b) of the Associates Agreement, The Associates agrees that PHMC's designee will be an ex-officio representative on the managing board of the Associates. The designee will be notified of all committee meetings at least twenty-four hours in advance so that ample opportunity to attend is granted and the ex-officio representation made effective. <<Included as section 4 in versions of By-Laws prior to 2018)

Article XV: Amendments

- Section 1.** The members of this Association by a majority vote of the members (present and previously submitted in writing), may alter, amend, suspend, or annul these By-Laws at the annual meeting or special meeting called for this purpose. Provided however, that any proposed amendment must be submitted for approval to the PHMC's Designee at least forty-five days before being voted upon by the membership. The PHMC's Designee shall act upon the proposed amendment within thirty days after receipt thereof. If approved, a notice of a proposal to amend these By-Laws shall be distributed, in writing, to the membership at least 30 days in advance of the meeting. If members choose to abstain from voting, their vote will be assumed in support of the recommendation of the Board of Directors. The proposed amendments shall be read to the membership at the meeting before a vote is taken.

Article XVI: Adoption of By-Laws

Section 1. These By-Laws shall be adopted by a majority vote of the membership present and voting at the time of its proposal to the members for ratification. If members choose to abstain from voting, their vote will be assumed in support of the recommendation of the Board of Directors.

Section 2. These By-Laws shall be in full force and effect immediately upon their adoption as set forth in Section 1.

Article XVII:

Section 1. Fiscal Year. The fiscal year of the Association shall begin on July 1 and end on June 30.

Section 2. Robert's Rules of Order. Newly Revised, Ninth Edition (1990) shall govern the meetings.

Section 3. Headings. In interpreting these By-Laws, the headings of Articles shall not be controlling.