

# BY-LAWS OF THE PAOLI MEMORIAL ASSOCIATION

## ARTICLE I

### NAME

This organization shall be known as "The Paoli Memorial Association" (The Association).

## ARTICLE II

### OBJECT

The object of the Association shall be to hold, improve, and preserve the land and improvements thereon, known as the Paoli Parade Ground, and including the Monuments situated in the Borough of Malvern, Pennsylvania.

## ARTICLE III

### MEMBERSHIP

Section 1. Membership in the Association shall become effective upon payment of dues to the Treasurer and approval of the Board or of the membership at the Annual Meeting.

Section 2. The Board of Directors shall establish classes of membership and rates of dues, and may change them from time to time.

Section 3. Each member shall be entitled to one (1) vote at given meeting of the Association.

Section 4. The names of those who have become members through the payment of dues and Board approval since the last Annual Meeting, and their class of membership, shall be reported to the next Annual Meeting of the members of the Association.

# BY-LAWS OF THE PAOLI MEMORIAL ASSOCIATION

## ARTICLE IV

### MEETINGS

Section 1. There shall be an Annual Meeting of the members of the Association on the Saturday first following the twentieth (20<sup>th</sup>) day of September of each year at the Paoli Parade Ground in Malvern, Chester County, PA, or at some convenient place near or adjacent to said grounds. Provided, however that when the twentieth (20<sup>th</sup>) day of September shall fall on a Saturday, the Annual Meeting shall be held on that day. The purpose of the meeting shall be the election of directors and the transaction of such other business as should properly come before the meeting.

Section 2. The President or ten (10) members of the Association may call a special meeting of the Association upon such time or occasion as seems advisable.

Section 3. Five (5) members shall constitute a quorum for the transaction of business.

Section 4. Votes shall be taken by the number of members present, in person or by proxy. Said proxies shall be signed and dated and to be valid for that meeting only.

Section 5. Notice of the Annual Meeting or any special meeting of the members shall be given by the secretary to each and every member of the Association by First Class US Mail. Such notice to be postmarked no less than ten (10) calendar days prior to the date of the meeting.

## ARTICLE V

### THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of twenty (20) members: three (3) non-voting and seventeen (17) voting, as follows:

- One member to be the Commanding officer of the Pennsylvania National Guard for Chester County.

## BY-LAWS OF THE PAOLI MEMORIAL ASSOCIATION

- One member to be the Commanding Officer of the Pennsylvania National Guard for Delaware County.

- One member to be the Manager of the Borough of Malvern, Chester County, Pennsylvania.

The aforesaid three (3) members shall be the non-voting members.

- One member to be chosen by the Historical Society of Chester County.

- One member to be chosen by the Historical Society of Delaware County.

- One member to be chosen by the Chapter of the Daughters of the American Revolution in Chester County.

- One member to be chosen by the Chapter of the Daughters of the American Revolution in Delaware County.

- One member to be a veteran Officer or Non-commissioned officer of the Armed Forces of the United States of America, honorably discharged, who shall be chosen annually by the members of the Association, and

- Twelve (12) members not connected with any military organization in Chester or Delaware Counties, who shall be chosen annually by the members of the Association.

Section 2. There shall be an Annual Meeting of the Board of Directors immediately following the Annual Meeting of the members of the Association for the purpose of electing from their number officers for the Association for the ensuing year and for the transaction of business as may properly come before the Board.

Section 3. A special meeting of the Board of Directors may be called at the request of the President or five (5) members of the Board of Directors.

## BY-LAWS OF THE PAOLI MEMORIAL ASSOCIATION

Section 4. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

### ARTICLE VI

#### **OFFICERS AND MANAGEMENT**

Section 1. The officers of the Association shall be President, Vice-President, Secretary, and Treasurer.

Section 2. The President shall preside at all the meetings of the Association and the Board of Directors; he shall preserve parliamentary order and maintain the observance of the Constitution and By-Laws. The President shall also perform all duties expressed or implied by these By-Laws, including the authorization to direct payment by the Treasurer of routine obligations of the Association when approved by the Finance Committee. Any capital expenditure shall be approved by the Board of Directors.

Section 3. The Vice-President shall perform the duties of the President in case of the latter's absence or disability.

Section 4. The Secretary shall record and preserve the minutes of all meetings of the Association and of the Board of Directors and shall have custody of all books and papers of the Association. The Secretary shall conduct the necessary correspondence of the Association and report to the Directors on matters of interest.

Section 5. The Treasurer shall be required to give bond, the amount to be fixed and the bond to be approved by the Board of Directors. The Treasurer shall be responsible for the collection of dues and the custody of the funds of the Association. The Treasurer shall make an Annual Report to the members of the Association and to the Board of Directors. The Treasurer shall report to the Board of Directors all applications for admission to membership and all resignations and notify members of their election and shall keep an alphabetical list of the members.

# BY-LAWS OF THE PAOLI MEMORIAL ASSOCIATION

## ARTICLE VII

### COMMITTEES

Section 1. The Standing Committees, appointed by the President at the first regular meeting of the Board of Directors, shall make report in writing at the regular meetings of the Board of Directors.

The Standing Committees shall be:

1. Committee on Finance, consisting of three (3) members.
2. Committee on Property, consisting of four (4) members, one to be the Borough Manager of the Borough of Malvern.
3. Auditing Committee, consisting of three (3) members, or an Independent Certified Public Accountant.

Section 2. The Committee on Finance shall have the general supervision of the finances of the Association and shall from time to time adopt such measures as in their judgement shall best promote the financial condition of the Association.

Section 3. The Committee on Property shall have charge of the real estate of the Association. It will also be the duty of this committee to keep the buildings, monuments and fences in repair, and the grounds in good order.

Section 4. The Auditing Committee or Independent Certified Public Accountant shall examine and audit the account of the Treasurer as it is presented to the Annual Meeting and also make such other examination and audits as the Board may from time to time direct.

Section 5. Special Committees shall be appointed as the Board may deem necessary or desirable.

Section 6. The President shall be an ex-officio member of all committees.

# BY-LAWS OF THE PAOLI MEMORIAL ASSOCIATION

## ARTICLE VIII

### VACANCIES

Section 1. In case of the death, removal or resignation of the President or of any of the Board of Directors or Officers of the Association, the remaining Directors may supply the vacancy thus created until the next Annual Meeting.

## ARTICLE IX

### ORDER OF BUSINESS

Section 1. The order of business at the Annual Meeting shall be:

1. Call to Order.
2. Reading of the Minutes
3. Annual Report of the Treasurer
4. Election of new members of the Association
5. Election of the Board of Directors
6. New Business
7. Program
8. Adjournment

Section 2. The order of business of the Annual Meeting of the Board of Directors shall be:

1. Call to Order
2. Reading of Minutes of the Directors Meetings
3. Treasurer's report
4. Election of Officers
5. Report of Committees
6. Unfinished business, communications, bills, etc.
7. Adjournment

# **BY-LAWS OF THE PAOLI MEMORIAL ASSOCIATION**

## **ARTICLE X**

### **AMENDMENTS**

Section 1. These By-Laws may be amended by a majority vote of the members of the Association present at the Annual Meeting. Ten (10) days' notice of the proposed changes must be given by the Secretary per Article IV, Section 5. Copies of the proposed changes to be made available by application to the Secretary.