



Walnutport Canal Association

**417 Lincoln Avenue
Walnutport, PA 18088**

BY-LAWS

Revised: June 18, 2014

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Note: The Walnutport Canal Association Inc. will be referred to as “WCA” throughout this entire document.

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ARTICLE I – OFFICES

1. The registered office of the WCA shall be at:
417 Lincoln Avenue, Walnutport, PA 18088
2. The WCA may also have offices at such other places as the Board of Trustees may from time to time appoint or the activities of the WCA may require.

ARTICLE II – SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE III – MEMBERS

1. New members shall be approved by a two-thirds vote of those present at a regular monthly WCA membership meeting.
2. The Board of Trustees may determine from time to time the amount of initiation fee, if any, and annual dues payable by the members.
3. The Board of Trustees by a majority vote of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments. Any expelled member shall forfeit any and all benefits and dues paid.
4. Upon written request signed by a former member and filed with the Secretary, the Board of Trustees may, by a majority vote of the members of the Board, reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.
5. Membership in the WCA is not transferable or assignable.

ARTICLE IV - MEETINGS OF MEMBERS

1. Meetings of the members shall be held at:
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or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Trustees.

2. The annual meeting of the members shall be held on the third Wednesday of January each year if not a legal holiday, and if a legal holiday, then on the next full business day following at 7:00 o'clock PM when they shall elect the officers of the WCA pending term renewal or replacement and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member of the WCA may call such meeting.
3. Special meetings of the members may be called at any time by the President, or the Board of Trustees, or members entitled to cast at least ten-percent (10%) of the votes which all members are entitled to cast at the particular meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so with the approval of the WCA membership. Business transacted at all special meetings shall be confined to the objects stated in the call and matters relevant thereto.
4. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, at least five days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so with the approval of the WCA membership. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.
5. Persons authorized or required to give notice of a meeting of members may, in lieu of any written notice of a meeting of members required to be given, give notice of such meeting by causing notice of such meeting to be officially published in the organizations semi-annual newsletter.

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6. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of two-thirds of the members present and entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment. If a meeting has less than seven members no official business can be conducted. Those present may conduct discussions on business matters; however, no business matters can be voted upon at this meeting and all matters will be carried over to the next regular monthly WCA membership meeting.
7. Every member of the WCA shall be entitled to one vote. Upon request of a member, the books or records of membership shall be produced at the regular monthly WCA membership meeting. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the WCA or its property, shall cease on the termination of his membership.
8. Nominations for the Board of Trustees shall be made at the November meeting. Voting may be by ballot, mail or any reasonable means determined by the Board of Trustees. Elections for Trustees shall be at the January meeting. Voting shall be restricted to those attending the January meeting.
9. No person shall be eligible to hold office of Director or Officer who has contractual dealings with the WCA totaling \$1,000 in the last preceding calendar year or, who in the opinion of the incumbent Board can reasonably be expected to have \$1,000 of contractual arrangements with the WCA per year, as respects to the future years. The limitations in this paragraph also apply to persons whose spouses, children, parents or businesses in which the person is affiliated, who or which have had, or may in the opinion of the Board, be expected to have such contractual dealings such as, but not by way of limitations, partnerships, associations, joint ventures, or limited partnerships. This provision shall become effective for all directorships to be filled on January 1, 2014 and thereafter.

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ARTICLE V – Trustees

1. The business and affairs of the WCA shall be managed by its Board of Trustees, five in number, who shall be a minimum of eighteen years of age and who need not be residents of this Commonwealth, but who shall be members of this corporation. They shall be elected by the members at the January regular monthly WCA membership meeting, and each Trustee shall be elected for the term of four years and until his successor shall be elected and shall qualify.
2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Trustees may exercise all such powers of the WCA and do all such lawful acts and things as are by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.
3. The meetings of the Board of Trustees may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the Trustees may from time to time appoint, or as may be designated in the notice calling the meeting.
4. Written or personal notice of every meeting of the Board of Trustees shall be given to each Trustee at least three days prior to the day named for the meeting.
5. A majority of the Trustees in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees. Any action which may be taken at a meeting of the Trustees may be taken without a regular scheduled meeting, if consent or consents in any mode of communication setting forth the action so taken shall be approved by the majority of the Trustees in office and shall be filed with the Secretary of the corporation.
6. The Board of Trustees may, by resolution adopted by a majority of the Trustees in office, establish one or more committees to consist of one or more Trustees of the corporation. Any such committee, to the extent provided in the resolution of the Board of Trustees or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Trustees, except that no such committee shall have any power or authority as to the following:

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- (a) The submission to members of any action required by statute to be submitted to the members for their approval.
 - (b) The filling of vacancies in the Board of Trustees.
 - (c) The adoption, amendment or repeal of the By-Laws.
 - (d) The amendment or repeal of any resolution of the Board.
 - (e) Action on matters committed by the By-Laws or resolution of the Board of Trustees to another committee of the Board.
7. The Board may designate one or more Trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Trustee to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
8. The Board of Trustees requires an annual audit of all WCA financial records by the WCA audit committee within two months of the closing of each fiscal year. Additionally, every three years, the Board of Trustees requires an audit by an individual(s) or organization not affiliated with the WCA.
9. The Board of Trustees shall have the authority to fix the compensation of Trustees, with the approval of the membership at a regularly scheduled monthly meeting, for their services as such, and a Trustee may also be a salaried officer of the corporation.
10. The entire Board of Trustees, with respect to the power to select Trustees, or any individual Trustee, may be removed from office with cause by the vote of members entitled to cast at least a majority of the votes from members present at a regular monthly WCA membership meeting.
11. The Board of Trustees may declare vacant the office of a Trustee if he is declared of unsound mind by an order of court or is convicted of felony, or if within sixty days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the

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Board of Trustees, and fulfill such other requirements of qualification as the By-Laws may specify.

ARTICLE VI – OFFICERS

1. The executive officers of the WCA shall be nominated at the regular November WCA membership meeting and elected at the regular January WCA membership meeting by the WCA membership and shall be a President, Vice President, Secretary, Treasurer and Historian. The Officers of the WCA shall be a minimum of eighteen years of age. They shall hold their offices for a term of one year and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Trustees. It shall not be necessary for the officers to be Trustees and any number of offices may be held by the same person. The Board of Trustees may secure the fidelity of any or all such officers by bond or otherwise.
2. The trustees may recommend, to the WCA membership, the removal of any officer or agent whenever in its judgment the best interests of the WCA are not being served. The recommendation will be voted upon at the next regular monthly WCA membership meeting. Such removal shall be without prejudice to the contract rights of any person so removed.
3. The President shall be the chief executive officer of the WCA and shall preside at all meetings of the members. The President shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Trustees to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. The President shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. The President shall have the same rights as other committee members, including debate, making formal motions, and voting. The President can be an EX-OFFICIO member of any and all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

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4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required to do from time to time.
5. The Secretary shall attend all regular monthly WCA membership meetings of the WCA members and act as clerk thereof, and record all the votes of the WCA and the minutes of all its transactions in a book to be kept for that purpose, shall give, or cause to be given, notice of all meetings of the members and shall perform such other duties as may be prescribed by the Board of Trustees or President. 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.
6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books and/or computer files belonging to the corporation, and shall keep the moneys of the WCA in a separate account to the credit of the corporation. The Treasurer shall disburse the funds of the WCA as may be ordered by the President, taking proper vouchers for such disbursements, and shall render to the President, at a regular monthly WCA membership meeting, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.
7. The Historian documents and archives all significant events and milestones pertaining to the WCA. Through record research reconstructs the historical record of the WCA, as necessary. May utilize a variety of media in preserving the history, including but not limited to paper documents, still photographs, videography, newspaper articles, and electronic files. May coordinate and oversee the work of assistants performing a variety of duties involving the collection and preservation of historical records.

ARTICLE VII – VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the position shall be filled by the WCA membership by nominating and electing a successor or successors at a regular monthly WCA membership meeting. Successor or successors shall hold office for the unexpired term in respect of which such vacancy occurred.

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2. Vacancies in the Board of Trustees shall be filled by the WCA membership by nominating and electing a successor or successors at a regular monthly WCA membership meeting. Successor or successors shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VIII - BOOKS AND RECORDS

1. The WCA shall keep an original or duplicate record of the proceedings of the WCA members, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and other details of the membership of each. The WCA shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the WCA in this Commonwealth, or at its principal place of business wherever situated. Record of proceedings and records of account, including Federal form 990, shall be kept for a minimum of seven years.
2. The WCA shall keep an original or duplicate record of the proceedings of the WCA Board of Trustees certified by the Secretary of the Board of Trustees. The records provided for herein shall be kept at either the registered office of the WCA in this Commonwealth, or at its principal place of business wherever situated. Record of proceedings shall be kept for a minimum of seven years.
3. Every member shall have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, records of the proceedings of the members and Trustees, including the Federal 990 form either before or after the May 15 annual filing. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand shall be directed to the WCA at its registered office in this Commonwealth or at its principal place of business wherever

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situated. No records or copies of records shall be distributed without prior approval of the WCA Board of Trustees and/or its attorney.

ARTICLE IX - MEMBERSHIP CERTIFICATES

1. Membership in the WCA may be evidenced by a Membership Card, in which case they shall be in such form and style as the Board of Trustees may determine. They shall be signed by the WCA President or Vice President and/or the Secretary.

ARTICLE X - TRANSACTION OF BUSINESS

1. The WCA shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a majority vote of the members of the Board of Trustees. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the WCA involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make a profit. All such profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, Trustees or officers of the corporation.
3. All checks or demands for money and notes of the WCA shall be signed by the WCA President or the Treasurer or the Secretary or officers as the Board of Trustees may from time to time designate.
4. The President shall have the authorization to make purchases for the WCA up to \$1,000. Any purchase in excess of \$1,000 must be approved by a two-thirds vote of those present at a regular monthly WCA membership meeting.

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ARTICLE XI - ANNUAL REPORT

1. At the March regular monthly WCA membership meeting, the Treasurer shall present the previous year annual report to the members detailing the following:
 - (a) The assets and liabilities, including the trust funds, of the WCA as of the end of the fiscal year immediately preceding the date of the report.
 - (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
 - (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

This report shall be filed with the minutes of the meeting of members.

2. At the January regular monthly WCA membership meeting, the Vice President shall present the previous year annual report to the members detailing the following:
 - (a) The number of members of the WCA as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. This report shall be filed with the minutes of the meeting of members.

ARTICLE XII – NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either by sending a copy thereof by first class mail, postage prepaid, or by e-mail, to his address appearing on the books of the corporation. If the notice is sent by mail or by e-mail, it shall be deemed to have been given to the person. A notice of meeting shall specify the

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place, day and hour of the meeting and any other information required by statute or these By-Laws.

ARTICLE XIII - MISCELLANEOUS PROVISIONS

1. The fiscal year of the WCA shall begin on the first day of January.
2. One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. So long as the WCA shall continue to be organized on a non-stock basis, the Board of Trustees shall have authority to allow for the members to make capital contributions in such amounts and upon such terms as are fixed by the Trustees in accordance with the provisions of section 7541 of the Nonprofit Corporation Law of 1972.
4. The Board of Trustees, by resolution, may authorize the WCA to accept assistance or financial support from members or nonmembers on terms and conditions not inconsistent with the provisions of section 7542 of the Nonprofit Corporation Law of 1972, and to issue certificates therefore.
5. No WCA director or officer can engage in any lobbying or fundraising activities for any political purpose, which could benefit or hinder the WCA.
6. No alcoholic beverages are permitted at anytime on any WCA maintained property.

ARTICLE XIV – INDEMNIFICATION

1. Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights.

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ARTICLE XV – AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

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**UNANIMOUS CONSENT IN LIEU OF
ORGANIZATION MEETING OF INCORPORATORS**

THE UNDERSIGNED, being the incorporator named in the Articles of Incorporation of the above named nonprofit corporation, a corporation organized under the laws of the Commonwealth of Pennsylvania, do hereby adopt the following resolutions:

RESOLVED, that the filing of the Articles of Incorporation with the Department of State of the Commonwealth of Pennsylvania, be duly advertised as required by law and that the Secretary of this corporation cause a copy of the Articles of Incorporation to be prefixed to the minutes and that this corporation proceed to do business there under.

RESOLVED, that the form of By-Laws submitted for the regulation of the affairs of the corporation be adopted and inserted in the minute book immediately following the copy of the Articles of Incorporation.

RESOLVED, that the following are designated to constitute the Board of Trustees of this corporation, to hold office for the ensuing term and until successors are chosen and qualified:

Earl Snyder
Kelly Wentz
Edward Buss
Barry Harbach
Jack Beers

Board of Trustees as of June 18, 2014:

Robert Treskot, Chairman
Ervin Prutzman, Assistant Chairman
James C. Evans, Secretary
Vincent Morris, Trustee
Larry Merkle, Trustee

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**UNANIMOUS CONSENT IN LIEU OF
FIRST MEETING OF BOARD OF Trustees**

THE UNDERSIGNED, being all of the Trustees of the above named nonprofit corporation, organized under the laws of the Commonwealth of Pennsylvania; do hereby adopt the following resolutions:

RESOLVED, that the seal, an impression of which is herewith affixed, be adopted as the corporate seal of this corporation.

RESOLVED, that the Secretary is hereby authorized and directed to procure the proper corporate books, and that the Treasurer be and is hereby authorized and directed to pay all fees and expenses incident to and necessary for the organization of the corporation.

RESOLVED, that the officers of this corporation be authorized and directed to open a bank account or accounts in the name of the corporation, in accordance with a form of bank resolution attached to these minutes.

RESOLVED, that the proper officers of the corporation are hereby authorized and directed to make application for exemption from income tax under the appropriate section of the United States Internal Revenue Code and to file all necessary documents and forms in connection therewith.

Dated: March 23, 1982

Earl F. Snyder

Walnutport Canal Association, Inc. revised "By-Laws"

Approved date: June 18, 2014

Robert Treskot, Chairman

Ervin Prutzman, Assistant Chairman

James C. Evans, Secretary

(SEAL)

Vincent Morris, Trustee

Larry Merkle, Trustee